

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-02/2025-26)

Notice is hereby given that the Second Extraordinary General Meeting ("**EGM**") (DMI/EGM No-02/2025-26) of the Members of DMI Finance Private Limited ("**the Company**") will be held on **Monday, March 30, 2026 at 04:00 P.M. (IST)** at Express Building, BR-1, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 to transact the following special businesses:

SPECIAL BUSINESSES:

ITEM NO. 1

REVALIDATION OF THE BORROWING LIMIT OF THE COMPANY UP TO RS. 20,000 CRORES FOR THE FINANCIAL YEAR 2026-27

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 and Allotment Committee [formerly known as 'Loan Investment and Borrowing Committee'] of the Board as may be re-named or re-constituted from time to time) to exercise its powers including the powers conferred by this resolution) to borrow, from time to time, during the financial year 2026-27, any amount, secured or unsecured, either in the form of Term Loan, Debentures (non-convertible/ optionally convertible/ compulsorily 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 and Allotment Committee [formerly know as ‘Loan Investment and 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 and things required for bringing effect to this resolution.”

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

ITEM NO. 2

MODIFICATION IN TERMS OF CONVERTIBLE SHARE WARRANTS ISSUED BY 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 Section 42 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any re-enactments and modifications) made thereunder, if any, for the time being in force) read with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from the appropriate authorities and departments and subject to such terms, conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution), if it thinks fit in the interest of the Company, the consent of the Members of the Company be and is hereby accorded to modify the terms of the convertible share warrants issued to the identified allottee(s) and outstanding as on date, by extension of tenure of the said outstanding warrants from the existing period of 60 months to 84 months, with the updated details mentioned herein under:

S. No.	ISIN	Date of Allotment	No. of Warrants Allotted	No. of Warrants Outstanding	Existing Date of Conversion	Revised Date of Conversion
1	INE604O13033	May 28, 2021	50,000	50,000	May 27, 2026	May 27, 2028
	Total		50,000	50,000		

RESOLVED FURTHER THAT the aforesaid Convertible Share Warrants shall be non-transferable and the other terms of the issuance of aforesaid warrants shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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 and things required for bringing effect to this resolution.”

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

Date: March 06, 2026

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

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. Monday, March 30, 2026.*
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. *Landmark for location of meeting is ITO Metro Station. The route map of the location is attached with the notice.*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED MARCH 06, 2026

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

REVALIDATION OF THE BORROWING LIMIT OF THE COMPANY UP TO RS. 20,000 CRORES FOR THE FINANCIAL YEAR 2026-27

The Members are apprised that the shareholders in their meeting held March 25, 2025 considered and approved the overall borrowing limit of the Company for the financial year 2025-26 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 approve the borrowing limit of the Company for the financial year 2026-27. Such borrowings shall be raised from time to time, including by way of Term Loans from Banks, Debentures (non-convertible/ optionally convertible/ compulsorily convertible), Commercial Papers (CP's) or through any other modes as may be permissible.

Accordingly, the Board of Directors in their meeting held on February 13, 2026 had discussed and approved, 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, the revalidation of the overall borrowing limit of up to Rs. 20,000 Crore (Indian Rupees Twenty Thousand Crores) for financial year 2026-27, 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.

For this purpose, the Board also authorized the Loan, Investment, Borrowing and Allotment Committee (formerly known as 'Loan Investment and Borrowing Committee') as may be re-named or re-constituted 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. 1 for the approval of Members by way of a **Special Resolution**.

None of the Directors and KMPs of the Company and their relatives are in any way directly or indirectly concerned or interested in this resolution.

ITEM NO. 2

MODIFICATION IN TERMS OF CONVERTIBLE SHARE WARRANTS ISSUED BY THE COMPANY

The Members are apprised that in accordance with the provisions of Section 42 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any re-enactments and modifications) made thereunder, the Company has issued Convertible Share Warrants to various allottee(s), from time to time, in demat form with an existing validity of 60 months from the date of allotment.

Based on the request of an existing warrant holder and to enable optimal timing for conversion, the Board of Directors in its meeting held on February 13, 2026, has approved subject to the approval by the shareholders, to modify the terms of the convertible share warrants issued to the identified allottee(s) and outstanding as on date, by extension of tenure of the said outstanding warrants from the existing period of 60 months to 84 months, with the updated details as mentioned herein under:

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S. No.	ISIN	Date of Allotment	No. of Warrants Allotted	No. of Warrants Outstanding	Existing Date of Conversion	Revised Date of Conversion
1	INE604O13033	May 28, 2021	50,000	50,000	May 27, 2026	May 27, 2028
	Total		50,000	50,000		

Therefore, the Board of Directors recommends the proposed resolution set out in Item no. 2 for the approval of Members by way of a **Special Resolution**.

None of the Directors of the Company and their relatives are in any way directly or indirectly concerned or interested in said resolution.

Date: March 06, 2026
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

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MGT-11 – Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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I/We, being the member (s) 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 (DMI/EGM No-02/2025-26) of the Company to be held on Monday, March 30, 2026 at 04:00 P.M. (IST) at Express Building, BR-1, 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.	Revalidation of the Borrowing Limit of the Company up to Rs. 20,000 Crores for the Financial Year 2026-27		
2.	Modification in terms of Convertible Share Warrants issued by the Company		

Signed this..... day of..... 2026

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 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: _____

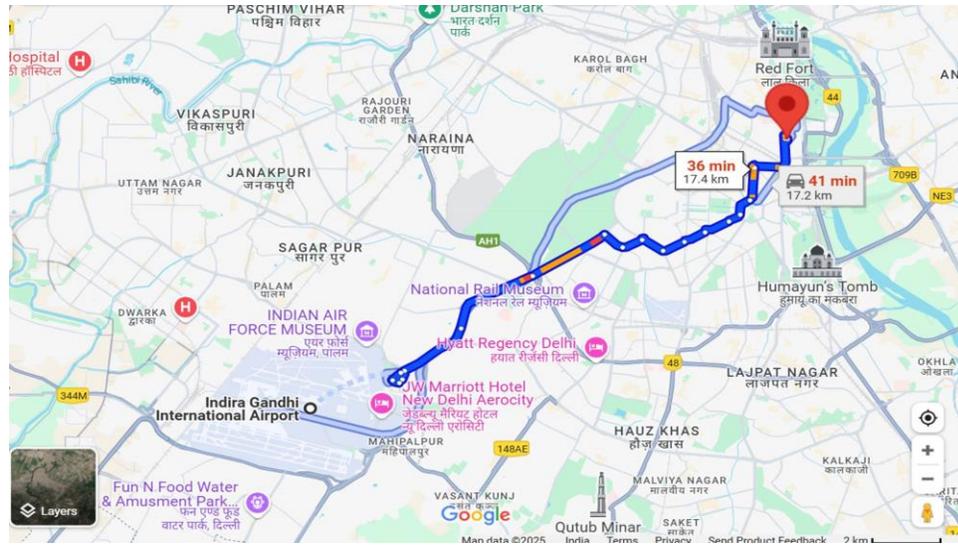
I/We hereby record my/our presence at the Extra-Ordinary General Meeting (DMI/EGM No-02/2025-26) of the Company to be held on Monday, March 30, 2026 at 04:00 P.M. (IST) onwards at Express Building, BR-1, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi 110002.

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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