



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-01/2026-27)

Notice is hereby given that the First Extraordinary General Meeting ("**EGM**") (DMI/EGM No-01/2026-27) of the Members of DMI Finance Private Limited ("**the Company**") will be held on **Monday, July 06, 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:

TO APPROVE THE APPOINTMENT OF MS. MEENA HEMCHANDRA AS A 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 pursuant to the provisions of Section 152 of the Companies Act, 2013 ("**Act**"), read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended) and any other provisions of the Companies Act, 2013, Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025, provisions of the Articles of Association of the Company and the Shareholders' Agreement dated March 31, 2023 entered into between the Company, DMI Limited, NIS Ganesha SA, MUFG Bank Limited, Sumitomo Mitsui Trust Bank, Limited, DMI Income Fund Pte Ltd., Windy Investments Private Limited, Mr. Shivashish Chatterjee and Mr. Yuvraja Chanakya Singh, **Ms. Meena Hemchandra (DIN: 05337181)**, who was appointed as an Additional Director (Non-Executive) pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company by the Board of Directors with effect from May 15, 2026 and who holds office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT Ms. Meena Hemchandra shall perform duties as prescribed under the Act and rules framed thereunder, and any additional duties as may be prescribed by the Board.

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 file all requisite e-forms with the Registrar of Companies, Ministry of Corporate Affairs 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 any 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.”

ITEM NO. 2:

TO APPROVE THE PAYMENT OF REMUNERATION TO MS. MEENA HEMCHANDRA, 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** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”), read with the rules framed thereunder, Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025, provisions of the Articles of Association of the Company and the Shareholders’ Agreement dated March 31, 2023 entered into between the Company, DMI Limited, NIS Ganesha SA, MUFG Bank Limited, Sumitomo Mitsui Trust Bank, Limited, DMI Income Fund Pte Ltd., Windy Investments Private Limited, Mr. Shivashish Chatterjee and Mr. Yuvraja Chanakya Singh, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to **Ms. Meena Hemchandra (DIN: 05337181)**, Non-Executive Director, comprising a total fixed remuneration of Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum for the period commencing from the effective date of her appointment i.e., May 15, 2026, payable in monthly instalments.

RESOLVED FURTHER THAT the remuneration payable to Ms. Meena Hemchandra for the financial year 2026-27 shall be on a proportionate basis from the date of her appointment i.e. May 15, 2026 and up to March 31, 2027 and with effect from April 01, 2027 onwards, the remuneration of Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum, shall be payable in equal monthly instalments.

RESOLVED FURTHER THAT the payment of the aforementioned remuneration shall be subject to the deduction of applicable taxes at source (TDS) and the discharge of statutory levies. Goods and Services Tax (GST) liability will be levied by the Company under the Reverse Charge Mechanism (RCM), if any to the extent applicable under the prevailing tax laws.

RESOLVED FURTHER THAT Ms. Meena Hemchandra shall also be entitled to receive the sitting fees for attending Board and Committee Meetings, if any to which she is appointed as member thereof, as may be decided by the Board from time to time, subject to the limits prescribed under the Act and the rules made thereunder along with the reimbursement of expenses incurred in the course of performance of duties as per Company policy.

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 file all requisite forms with the Registrar of Companies, Ministry of Corporate Affairs and 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, 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.”

ITEM NO. 3:
TO APPROVE 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 Sections 42 and 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 (Sixty) months to 84 (Eighty Four) months, with the updated details mentioned herein under:

S · N o	ISIN	Date of Allotment of Warrants	Number of Warrants Allotted	Number of Warrants exercised	Number of Warrants Outstanding	Existing Date of conversion	Revised Date of conversion
1	INE604O13025	17-08-2021	2,00,000	NIL	2,00,000	16-08-2026	16-08-2028
2	INE604O13025	17-08-2021	1,00,000	25,000	75,000	16-08-2026	16-08-2028
3	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
4	INE604O13025	17-08-2021	39,10,261	5,86,539	33,23,722	16-08-2026	16-08-2028
5	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
6	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
7	INE604O13025	17-08-2021	1,22,500	46,000	76,500	16-08-2026	16-08-2028
8	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
	Total		48,22,761	6,57,539	41,65,222		

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.”



Date: June 10, 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 to be transacted at the Extraordinary General Meeting (“EGM” / “Meeting”) is annexed hereto.*
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 names 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, July 06, 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 Mr. Ankush Agarwal (COP No. 14486), Partner at M/s. MAKs & Co., Company Secretaries (FRN P2018UP067700) as the Scrutinizer (“Scrutinizer”), for conducting the voting process in a fair & transparent manner. The Members shall cast their vote on resolution(s) 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

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

TO APPROVE THE APPOINTMENT OF MS. MEENA HEMCHANDRA AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Members are apprised that in accordance with the provisions Section 161(1) of the Companies Act, 2013 read with the Rules framed thereunder, Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025, provisions of the Articles of Association of the Company and the Shareholders' Agreement dated March 31, 2023 entered into between the Company, DMI Limited, NIS Ganesha SA, MUFG Bank Limited, Sumitomo Mitsui Trust Bank, Limited, DMI Income Fund Pte Ltd., Windy Investments Private Limited, Mr. Shivashish Chatterjee and Mr. Yuvraja Chanakya Singh and based on the recommendation from the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 15, 2026 approved the appointment of **Ms. Meena Hemchandra (DIN: 05337181)** as an Additional Director (Non-Executive) on the Board of the Company to hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The brief profile of Ms. Meena Hemchandra is as hereunder:

Dr Meena Hemchandra is a career central banker with Four decades of experience in the financial sector. She was Executive Director of Reserve Bank of India incharge of Supervision of Banks, Non-Banking Finance Companies and Cooperative Banks from June 2015 till her superannuation in November 2017. Her earlier experience includes treasury management, having headed the Department of External Investment and Operations (a department that manages the country's forex reserves) between 2005 and 2011. She also has expertise in Strategic Planning, and in foreign exchange regulations having worked in the Foreign Exchange Department at various points in her career. She has in-depth understanding of corporate governance and corporate balance sheets having worked in departments relating to large corporate finance, supervision over banks and from her long board tenures. She has strong skills in IT governance having established the 'Standing Committee on Cyber Security in Banks' in RBI and being its first Chairperson. She oversaw the framing of RBI guidelines on cyber security in June 2016. She had also been the Principal of the Reserve Bank's College of Agricultural Banking organising training courses in Agriculture and Rural Credit, Co-operative Banking, Financial Inclusion, Financial Literacy, etc.

Her Board experience of over fifteen years includes Reserve Bank of India nominee directorship on the Boards of Union Bank of India, Canara Bank and ECGC. Post-retirement she completed her full term an Independent Director on the Board of Clearing Corporation of India Limited and was with Suryoday Small Finance Bank Limited for over three years. She advises on banking sector regulation, financial matters and cyber-security/IT governance in banks.

Currently, she is a Non-Executive Independent Chairperson at Karur Vysya Bank, an Independent Director on the Board of Triveni Engineering & Industries Limited, Independent Director on the Board of Vedanta Limited and also having directorship in Unified Fintech Forum - Section 8 Company and an Independent Director in Home Credit India Finance Private Limited.

Dr Meena Hemchandra holds Bachelor of Arts (Economics) from Calcutta University; Master of Arts (Economics) from Madurai Kamaraj University; PhD in Economics from Gokhale Institute of Politics and Economics, Pune (Thesis-‘An Early Warning Framework for Financial Stress’). Her executive education includes EDP on Advanced Risk Management from Wharton (USA), CFA (Chartered Financial Analyst) (India), CAIIB, Diploma in C++ Programming from CMC, and 1-year PG programme (online) in Data Science and Business Analytics (University of Texas-Austin/Great Lakes Institute-Delhi).

The Company has received requisite disclosures from Ms. Meena Hemchandra with respect to her appointment as a Non-Executive Director on the Board of the Company.

The management believes that the appointment of Ms. Meena Hemchandra (DIN: 05337181) will benefit the Company considering her vast and enriched experience in the banking and financial services sector.

The other relevant details of Ms. Meena Hemchandra pursuant to Secretarial Standards on General Meetings (SS-2) are annexed herewith for the reference of the members as **Annexure-1**.

Therefore, the Board of Directors proposes the appointment of Ms. Meena Hemchandra (DIN: 05337181) as a Non-Executive Director on the Board of the Company in accordance with the provisions of section 152 of the Companies Act, 2013 and Rules framed thereunder, for which approval of the shareholders is hereby requested and accordingly recommends the proposed resolution as set out in Item no. 1 for the approval of Members by way of an **Ordinary Resolution**.

Except for Ms. Meena Hemchandra, 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.

ITEM NO. 2

TO APPROVE THE PAYMENT OF REMUNERATION TO MS. MEENA HEMCHANDRA, NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Members are apprised that considering the experience and diversity being brought by Ms. Meena Hemchandra on the Board of the Company, it is proposed, subject to requisite approvals, to pay a fixed remuneration amounting Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum to Ms. Meena Hemchandra as the Non-Executive Director of the Company for the period commencing from the effective date of her appointment i.e., May 15, 2026, as follows:

- (a) **For the financial year 2026-27:** From the date of her appointment i.e., May 15, 2026 up to March 31, 2027, the remuneration payable to her shall be on proportionate basis; and
- (b) **With effect from April 01, 2027:** Annual remuneration of Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum shall be payable in equal monthly instalments.

The said remuneration shall be subject to the deduction of applicable taxes at source (TDS) and the discharge of statutory levies. Goods and Services Tax (GST) liability will be levied by the Company under the Reverse Charge Mechanism (RCM), if any to the extent applicable under the prevailing tax laws.

It is further informed that the payment of the aforesaid proposed remuneration shall be subject to prior approval of the shareholders of the Company in accordance with the provisions of the Articles of Association of the Company, Shareholders’ Agreement dated March 31, 2023 entered into between the Company, DMI

Limited, NIS Ganesha SA, MUFG Bank Limited, Sumitomo Mitsui Trust Bank, Limited, DMI Income Fund Pte Ltd., Windy Investments Private Limited, Mr. Shivashish Chatterjee and Mr. Yuvraja Chanakya Singh and the provisions of the Companies Act, 2013, as applicable.

Further, Ms. Meena Hemchandra shall also be entitled to receive the sitting fees for attending Board meetings and Committee meetings, if any to which she is appointed as member thereof, as may be decided by the Board from time to time, subject to the limits prescribed under the Companies Act, 2013 and the rules made thereunder and she will be entitled to reimbursement of expenses incurred in the course of performance of duties, as per the Company policy.

In view of the foregoing, the Members of the Company are requested to approve the said proposal for payment of remuneration to Ms. Meena Hemchandra as a Non-Executive Director of the Company.

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

Except for Ms. Meena Hemchandra, 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.

ITEM NO. 3

TO APPROVE 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 few warrant holders and to enable optimal timing for conversion, the Board of Directors in its meeting held on May 15, 2026, has approved subject to the approval by the shareholders, to modify the terms of the convertible share warrants issued to the identified allottees and outstanding as on date, by extension of tenure of the said outstanding warrants from the existing period of 60 (Sixty) months to 84 (Eighty Four) months, with the updated details as mentioned herein under:

S · N o	ISIN	Date of Allotment of Warrants	Number of Warrants Allotted	Number of Warrants exercised	Number of Warrants Outstanding	Existing Date of conversion	Revised Date of conversion
1	INE604O13025	17-08-2021	2,00,000	NIL	2,00,000	16-08-2026	16-08-2028
2	INE604O13025	17-08-2021	1,00,000	25,000	75,000	16-08-2026	16-08-2028
3	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
4	INE604O13025	17-08-2021	39,10,261	5,86,539	33,23,722	16-08-2026	16-08-2028
5	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
6	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
7	INE604O13025	17-08-2021	1,22,500	46,000	76,500	16-08-2026	16-08-2028
8	INE604O13025	17-08-2021	1,22,500	NIL	1,22,500	16-08-2026	16-08-2028
	Total		48,22,761	6,57,539	41,65,222		

Therefore, the Board of Directors recommends the proposed resolution set out in Item no. 3 for the approval of Members by way of a **Special Resolution**.



None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the proposed resolution under Item 3 above, except Ms. Bina Singh and Ms. Jayati Chatterjee, being relatives of Mr. Yuvraja Chanakya Singh and Mr. Shivashish Chatterjee, Directors of the Company respectively, and Mr. Nipendar Kochhar and Mr. Gurcharan Das, who are Directors of the Company and are also holders of the aforesaid Warrants.

Date: June 10, 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**

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

Sr. No.	Particulars	Ms. Meena Hemchandra (DIN: 05337181)
1.	Brief Profile	As mentioned above
2.	Age	69 Years
3.	Qualifications	As per the profile mentioned above
4.	Experience and Justification for choosing the appointees for appointment as Non-Executive Director	Given the profile and background of Dr Meena Hemchandra as detailed herein above, her appointment on the Board will be of immense benefit to the Company.
5.	Terms and Conditions of appointment including details of remuneration sought to be paid and Remuneration last drawn.	<p>Terms and Conditions of Appointment: As detailed in the resolution set out at Item No. 1 & 2 of the Notice read with the explanatory statement.</p> <p>Details of Remuneration sought to be paid: As per details in the resolution set out at Item No. 2 of the Notice read with the explanatory statement.</p> <p>Remuneration last drawn: An amount of Rs. 1,77,966/- plus applicable GST subject to deduction of TDS, was paid on a monthly basis to Dr Meena Hemchandra as an Advisor to the Company from April 2020 till December 2022.</p>
6.	Date of first appointment on the Board	15/05/2026
7.	Shareholding in the Company	NIL
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr Meena Hemchandra is not related to any directors, manager and other Key Managerial Personnel of the Company.
9.	Number of Meetings of the Board attended during the year	1 (One) on May 15, 2026
10.	Other Directorships	<ol style="list-style-type: none"> 1) Triveni Engineering and Industries Limited- Independent Director 2) The Karur Vysya Bank Limited- Independent Director 3) Home Credit India Finance Private Limited- Additional Director (Independent Director) 4) Unified Fintech Forum- Independent Director 5) Vedanta Limited- Additional Director (Independent Director)
11.	Membership/ Chairmanship of Committees of other Boards	As per the details provided in Annexure-2 below

Details of Membership/ Chairmanship of Committees held by the Director in other Companies

Name of Company	Type of Committees	Position held Chairman / Member
Triveni Engineering and Industries Limited	Audit Committee	Chairperson
The Karur Vysya Bank Limited	Nomination and Remuneration committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
	IT Strategy Committee	Member
Home Credit India Finance Private Limited	Asset Liability Committee	Chairperson
	IT Strategy Committee	Chairperson
	Audit Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
Vedanta Limited	Wilful Defaulters Committee	Member
	Audit and Risk Management Committee	Member
	Corporate Social Responsibility Committee	Chairperson
	Stakeholders' Relationship Committee	Member
	ESG Committee	Member



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

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:

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 the Extra-Ordinary General Meeting (**DMI/EGM No-01/2026-27**) of the Company to be held on **Monday, July 06, 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
1.	To approve the appointment of Ms. Meena Hemchandra as a Non-Executive Director of the Company
2.	To approve the payment of Remuneration to Ms. Meena Hemchandra, Non-Executive Director of the Company
3.	To approve the modification in terms of Convertible Share Warrants issued by the Company



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

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.



ATTENDANCE SLIP

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: _____

I/We hereby record my/our presence at the Extra-Ordinary General Meeting (**DMI/EGM No-01/2026-27**) of the Company to be held on **Monday, July 06, 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

