



FORM NO. MGT-13

Report of Scrutinizer(s) on Poll at AGM

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

Date: September 29, 2026

To,
The Chairman
18th Annual General Meeting
(DMI/AGM/2025-26)

DMI Finance Private Limited
[CIN: U64990DL2008PTC182749]
Regd Off: Express Building, 3rd Floor, 9-10,
Bahadur Shah Zafar Marg,
New Delhi- 110 002

Subject: Scrutinizers' Report on the poll conducted at 18th Annual General Meeting for Financial Year 2025-26 of the Equity Shareholders of DMI Finance Private Limited held on Thursday, September 24, 2026 at 05:00 P.M. (IST) at Express Building, BR-1, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 pursuant to the provisions of Section 96 of Companies Act 2013 read with Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules. 2014, as amended

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of DMI Finance Private Limited ("**the Company**") in its meeting held on August 13, 2026, I, Ankush Agarwal, Partner, MAKS & CO., Company Secretaries [FRN P2018UP067700], was appointed as Scrutinizer for the purpose of the poll taken in the fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions at the 18th Annual General Meeting for Financial Year 2025-26 of the equity shareholders of the Company held on Thursday, September 24, 2026 at 05:00 P.M. (IST) onwards at Express Building, BR-1, 4th Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002:

The following matters were discussed in the meeting:

Item. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon



MAKS & CO., Company Secretaries

(Firm Regn. No.: P2018UP067700)

1



2	Special Resolution	To approve amendments in the DMI Employee Stock Option Plan, 2018 – Extended for the Employees of the Company
3	Special Resolution	To approve the amendments in the DMI Employee Stock Option Plan, 2018 – Extended for the Employees of the Holding / Subsidiary Company(ies)
4	Special Resolution	To approve the alteration of Object Clause of Memorandum of Association

In connection with the above referred matters, I submit my report as under:

1. The ballot box used for polling was locked in my presence, duly identified and marked by me in presence of the members and proxies. The key to the ballot box was then handed over to me for safe custody.
2. The locked ballot box was subsequently opened by me in presence of two witnesses, Ms. Mansi Arora and Ms. Aditi Kaushik, who are not the employees of the Company, after the voting process was over. The poll papers were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents and the authorizations/ proxies lodged with the Company.
3. The total paid-up equity share capital of the Company for determining the voting rights as on Thursday, September 24, 2026 was Rs. 7,42,63,21,690 /- (Rupees Seven Hundred Forty-Two Crore Sixty-Three Lakh Twenty-One Thousand Six Hundred Ninety only) divided into 74,26,32,169 (Seventy-Four Crore Twenty-Six Lakh Thirty-Two Thousand One Hundred Sixty-Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each.
4. There were 12 polling papers covering 71,44,06,011 (Seventy-One Crore Forty-Four Lakh Six Thousand Eleven Only) Equity Shares of a face value of Rs. 10/- each (Rupees Ten only) constituting 96.20% of the paid-up equity share capital of the Company. The list of Equity Shareholders who voted 'in favour' of the resolution is enclosed as Annexure – A.
5. There were 'Nil' invalid poll papers for the resolution(s) mentioned herein below.
6. The total number of Members present in the AGM were 12 (Twelve).
7. The Result of the Poll is as under with brief description of resolution. Kindly refer to the notice of AGM dated August 13, 2026 for complete resolution:

ITEM NO. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON



MAKS & CO., Company Secretaries

(Firm Regn. No.: P2018UP067700)



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	71,44,06,011	100

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

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

(iii) **Invalid** votes:

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

ITEM NO. 2: SPECIAL RESOLUTION

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	71,44,06,011	100

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

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

(iii) **Invalid** votes:

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

ITEM NO. 3: SPECIAL RESOLUTION

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



MAKS & CO., Company Secretaries

(Firm Regn. No.: P2018UP067700)



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	71,44,06,011	100

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

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

(iii) **Invalid** votes:

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

ITEM NO. 4: SPECIAL RESOLUTION

TO APPROVE THE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	71,44,06,011	100

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

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

(iii) **Invalid** votes:

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

8. Having regards to the aforesaid scrutiny, I hereby report that above Ordinary Resolution (Resolution No. 1) and Special Resolution(s) (Resolution No. 2, 3 and 4), as proposed by the Company, have been passed by the Shareholders of the Company with Requisite majority.



MAKS & CO., Company Secretaries
(Firm Regn. No.: P2018UP067700)



The Chairman may accordingly declare the results of the poll in accordance with applicable provisions of the Companies Act, 2013 read with related Rules.

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

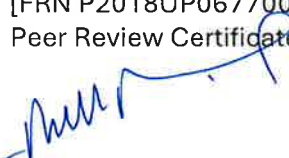
Thanking you.

Yours Sincerely,

**For MAKS & Co.,
Company Secretaries**

[FRN P2018UP067700]

Peer Review Certificate No.: 2064/2022


Ankush Agarwal
Partner

Membership No: F9719

Certificate of Practice No:14486

UDIN: F009719H001656815

Date: 29-09-2026

Place: Noida



Countersigned by:



Shivashish Chatterjee
Chairman

18TH Annual General Meeting



Date: 29-09-2026

Place: New Delhi