

## DMI HOUSING FINANCE PRIVATE LIMITED

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

**Phone:** +91-11-49834444, **Fax-** +91-11-41204000

**Website:** [www.dmihousingfinance.in](http://www.dmihousingfinance.in)

CIN: U65923DL2011PTC216373

### NOTICE OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting ("AGM") of the members of DMI Housing Finance Private Limited ("the Company") is scheduled to be held on Monday on 29<sup>th</sup> day of September 2025 at Express Building, 3<sup>rd</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 at 1500 hours onwards to transact the following business:

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373

#### ORDINARY BUSINESS:

#### ITEM NO. 1

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

The members are apprised that the members of the company need to adopt and approve the financial statements prepared in accordance with Section 129 of the Companies Act, 2013 for the financial year ended March 31, 2025. The members are apprised that the Audit Committee as well as the Board of Directors duly approved the financial statements including Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements, Notes to Accounts, Auditors Report and Director's report for the said financial year.

The members are requested to consider and if thought fit, to pass with or without modification (s) the following resolution as **Ordinary Resolution:**

#### PROPOSED RESOLUTION:

**"RESOLVED THAT** the audited Balance Sheet, Statement of Profit & Loss Account, Cash Flow Statement, Notes to Accounts for the financial year ended March 31, 2025, along with the Auditor's Report and Director's Report thereon for the financial year ended March 31, 2025, be and are hereby taken as read, approved and adopted by the members of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the company be and are hereby authorized to file and submit the financial statements including the Balance Sheet, Profit & Loss Account, Cash Flow Statement, Auditor's Report and Director's Report or any other related documents with the Registrar of Companies, National Housing Bank, or any other regulatory or statutory authority"

## ITEM NO. 2

### TO CONSIDER AND APPROVE THE REMUNERATION OF STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2025-26

The Members are apprised that in accordance with the provisions of RBI Circular dated April 27, 2021 pertaining to guidelines on appointment of Statutory Auditors by NBFCs and pursuant to Section 142 & Section 144 of Companies Act, 2013, **M/s. Mercurius & Associates LLP (Firm Registration Number -021893N/N500033)** were appointed as a Statutory Auditors of the Company by the shareholders at the Annual General Meeting ('AGM') held on July 16, 2024 to hold office for a consecutive term of three financial years from financial year 2024-25 till 2026-27 at such remuneration plus taxes, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Registered Office:  
 Express Building, 3rd Floor,  
 9-10, Bahadur Shah Zafar  
 Marg, New Delhi-110002  
 T: +91 11 49834444  
 F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
 U65923DL2011PTC216373

In this regard, the Board approved the remuneration payable to the Statutory Auditors for the financial year 2025-26 in their board meeting held on September 02, 2025 for the financial year 2025-26.

The members are requested to consider and if thought if, to pass with or without modification (s) the following resolution as **Ordinary Resolution**:

#### PROPOSED RESOLUTION:

**"RESOLVED THAT** in accordance with the provisions of RBI Circular dated April 27, 2021 pertaining to guidelines on appointment of Statutory Auditors by NBFCs read with the provisions of Section 142 of Companies Act, 2013 and as recommended by the Audit Committee and Board Members, following remuneration payable to M/s. Mercurius & Associates LLP (Firm Registration Number -021893N/N500033), Statutory Auditors of the Company for the financial year 2025-26 be and is hereby approved:

Description	FY 25-26 (INR)
Statutory Audit	5 00,000
Tax Audit	50,000

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any Director or Chief Financial Officer be and are hereby severally authorized 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 and as may be deemed appropriate, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** certified copy of the above resolution may be issued under the hands of any of the Directors or Company Secretary of the Company."

**SPECIAL BUSINESS:**

**ITEM NO. 3**

**TO CONSIDER AND INCREASE THE LIMIT TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013 TO RS. 1,500/- CRORE (RUPEES FIFTEEN HUNDRED CRORE ONLY)**

The Members of the Company are apprised that the limits of the Company to provide loans, guarantees and make investments taken together with the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate, under Section 186 of the Companies Act, 2013 be increased up to a sum of Rs. 1,500/- Crore (Rupees Fifteen Hundred Crore only) notwithstanding that the loans, guarantees, security proposed to be given and/ or investments proposed to be made taken together with the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate exceeds the limits prescribed under Section 186 of the Companies Act, 2013 read with the rules made thereunder.

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmihousingfinance.in](mailto:dmihousingfinance.in)  
U65923DL2011PTC216373

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

**PROPOSED RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force), and on approval of the Board, the consent of the shareholders of the Company, be and is hereby accorded to give loans to any person or any other body Corporate and/ or give any guarantee or provide security in connection with a loan to any person or any other body corporate and / or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate as it may deem fit for the purposes of business of the Company, notwithstanding that the loans, guarantees, security proposed to be given and/ or investments proposed to be made taken together with the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate would exceed the limits specified in Section 186(2), i.e, 60% of the aggregate amount of paid-up share capital, free reserves and securities premium account; or 100% of the aggregate amount of free reserves and securities premium account, whichever is higher, provided that the loans, guarantees proposed to be given and/ or investments proposed to be made taken together with the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate shall not at any time exceed **Rs. 1,500/- Crore (Rupees Fifteen Hundred Crore only)** at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby severally 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, 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.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any Director or Company Secretary of the Company be submitted to the concerned authorities, and they be requested to act upon the same."

#### **ITEM NO. 4**

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373

#### **TO APPROVE THE ISSUANCE OF CONVERTIBLE SHARE WARRANTS TO THE EMPLOYEES OF GROUP COMPANY**

To consider and if thought if, to pass with or without modification (s) the following resolution as **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, and other provisions, if any, read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) ("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 of all other appropriate and / or concerned authorities and departments, if any, and subject to such conditions and modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to 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), which the committee be and is hereby authorized to accept, if it thinks fit in the interest of the Company, and on the approval of the Board of directors in their meeting held on September 02, 2025, the consent of Members of the Company be and is hereby accorded to offer, issue, allot and deliver fully convertible share warrants to the Proposed Warrant Allottee and other details as mentioned below for cash, which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board/ Securities Allotment Committee in accordance with the Companies Act, 2013 and as per the terms set out in Warrants Subscription Agreement or other provisions of the law as may be prevailing at the time.

S.N.	Name of the Proposed allottee	Residential Status	Scheme Name	No. of Warrants Allotted	Warrant Exercise Price per warrant	Warrant Purchase Price per warrants	Vesting Schedule
1	Raj Kumar Tripathi	Resident	Warrants HFC Variable-2024-25	45,769	51.03	14.71	30%,30%,40%

**RESOLVED FURTHER THAT:**

- a) Each warrant issued to resident warrants allottee be convertible into one equity shares which can be exercised at any time within a period of up to 60 months from the date of issuance subject to the terms of vesting as may be applicable.
- b) An amount equivalent to Rs. 14.71/- per warrant shall be payable at the time of subscription and allotment of each warrant ("Warrant Premium/Subscription Amount") and Rs. 51.03/- per warrant ("Conversion Price") shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s) of the Company.
- c) In reference to the Warrant Subscription agreement executed between the company and the Warrant allottee/subscriber, the subscriber shall submit an exercise notice in writing to the company specifying the number of Equity Shares to be purchased and shall also pay such subscription amount to the company. The Company shall accordingly issue and allot the corresponding number of Equity Shares to the Warrant holder.
- d) In the event, if the Warrant holder does not exercise the Warrants within a period of 60 months from the date of allotment, the Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- e) That the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.
- f) The Warrant holder can transfer/ assign its warrants as per the terms and conditions as stated in the Warrant Subscription Agreement.
- g) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the valuation of warrants to be issued has been duly carried out by a registered valuer, and the said valuation is in full compliance with the provisions of the Companies Act, 2013, the applicable rules, and all other relevant legal and regulatory requirements.

**RESOLVED FURTHER THAT** draft letter of offer in Form PAS-4 as placed before the members, for the purpose of identification, be and is hereby approved and any of the Director of the Company or Company Secretary be and are hereby severally authorized to sign and circulate the PAS-4 to the proposed investors as above and

Registered Office:  
 Express Building, 3rd Floor,  
 9-10, Bahadur Shah Zafar  
 Marg, New Delhi-110002  
 T: +91 11 49834444  
 F: +91 11 41204000  
[dmihousingfinance.in](mailto:dmihousingfinance.in)  
 U65923DL2011PTC216373

keep the record of such offers made in the form prescribed under the Companies (Prospectus & Allotment of Securities) Rules, 2014.

**RESOLVED FURTHER THAT** the Board/Securities Allotment Committee of the Company be and is hereby authorized to allot the convertible share warrants to the Proposed Warrant Allotees on receipt of application money from them for subscribing the warrants and upon satisfaction of all the terms and conditions attached to the allotment of the warrants herewith.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable and expedient including issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the warrants held by the holder(s) the warrant, filing of requisite documents with the Registrar of Companies, depositories (wherever required) and/or with such authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Share Warrants, utilization of the issue proceeds, signing of all documents as may be required, accept any alteration(s) or amendment(s) or corrections as they may deem fit and appropriate.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any Director or Company Secretary of the Company be submitted to the concerned authorities and they be requested to act upon the same."

**Date:** September 25, 2025  
**Place:** New Delhi

**By Order of the Board  
For DMI Housing Finance Pvt. Ltd.**

Sd/-  
Jyoti Jha  
Company Secretary  
Express Building, 3<sup>rd</sup> Floor, 9-10,  
Bahadur Shah Zafar Marg, New Delhi- 110002

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.**
2. 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.
3. The instrument appointing the proxy should, however, be deposited at the registered office of the Company any time before the commencement of the Meeting. A Proxy Form is annexed to this Report.
4. 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.
5. The Register of Directors and Key Managerial Personnel and their shareholding-maintained u/s 184 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. Members/ Proxies should fill in the attendance slip for attending the AGM. Attendance slip and the proxy form as prescribed under the Companies Act, 2013 is enclosed with the Notice.
7. 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.
8. The relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on working days except on holidays, up to the date of the AGM.
9. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the Company electronically.
10. Landmark for location of meeting is ITO Office. Route map of the location is attached with the notice.

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

TO CONSIDER AND INCREASE THE LIMIT TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013 TO RS. 1,500/- CRORE (RUPEES FIFTEEN HUNDRED CRORE ONLY)

The Members of the Company are apprised that the limits of the Company to provide loans, guarantees and make investments taken together with the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate, under Section 186 of the Companies Act, 2013 be increased up to a sum of Rs. 1,500/- Crore (Rupees Fifteen Hundred Crore only) notwithstanding that the loans, guarantees, security proposed to be given and/or investments proposed to be made taken together with the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate exceeds the limits prescribed under Section 186 of the Companies Act, 2013 read with the rules made thereunder.

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DI 2011PTC216373

The Resolution as set out in Item no. 3 of the Notice for obtaining approval of the shareholders for increase in borrowing limit of the Company will be placed before the meeting for approval of the Members by way of a **Special Resolution**.

None of the Directors of the Company or their relatives are concerned or interested in the proposed resolution.

The details of the transaction can be accessed at the registered office of the Company during the business hours i.e. between 0900 Hrs to 1800 Hrs.

**ITEM NO. 4**

**TO APPROVE THE ISSUANCE OF CONVERTIBLE SHARE WARRANTS TO  
THE EMPLOYEES OF GROUP COMPANY**

The members of the Company are informed that as per the management discussions, the management would like to reward personnel who have been working with the organization for a long time and/or will have significant contribution going forward towards the growth of the business, needed to be issued share warrants. The said warrants shall be converted into Equity shares within 60 months of the date of issuance. Further the proposed Warrants allottees need to pay an upfront amount as per the agreed terms mentioned in the warrant subscription agreement.

Detailed list with number of warrants is as follows:

S.N.	Name of the	Residential Status	Scheme Name	No. of Warrants Allotted	Warrant Exercise	Warrant Purchase	Vesting Schedule
------	-------------	--------------------	-------------	--------------------------	------------------	------------------	------------------

	<b>Proposed allottee</b>				<b>Price per warrant</b>	<b>Price per warrants</b>	
1	Raj Kumar Tripathi	Resident	Warrants HFC Variable-2024-25	45,769	51.03	14.71	30%,30%,40%

It was further informed that in accordance with Section 42 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules of the Companies Act, 2013 further read with other applicable provisions, if any, issuance of share warrants on preferential allotment basis will be subject to approval by Members of the Company.

The draft Letter of Offer for issuance of aforementioned share warrants to the proposed warrant allottees will be placed before the members for consideration.

Registered Office:  
 Express Building, 3rd Floor,  
 9-10, Bahadur Shah Zafar  
 Marg, New Delhi-110002  
 T: +91 11 49834444  
 F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
 U65923DL2011PTC216373

**Necessary information as required in respect of the proposed issue of share warrants in terms of the provisions of section 62 of the Companies Act, 2013 read with rule 13 of Companies (Share Capital and Debentures) Rules, 2014 made thereunder are as below:**

1.	<b>Objective of the issue</b>	The issue and allotment of Warrants is as per the terms and conditions set out in the Warrants Subscription Agreement.
2.	<b>Total number of securities to be issued</b>	45,769
3.	<b>The price or price band at which the allotment is proposed</b>	The share warrant is being issued at Upfront Amount/ Warrant premium of Rs. 14.71 per warrant (to be received on subscription) and Conversion price of of Rs. 51.03/- per warrant to be paid at the time of exercise of warrant
4.	<b>Basis on which the price has been arrived at along with report of the registered valuer</b>	Name: INMACS Valuers Private Limited Address: 503, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019 IBBI Registered Number: IBBI/RV-E/02/2021/141
5.	<b>Relevant date with reference to which the price has been arrived at</b>	March 31, 2025
6.	<b>The class or classes of persons to whom the allotment is proposed to be made</b>	The share warrants are offered to the identified employees of the Group Company
7.	<b>Intention of promoters, directors or key managerial personnel to subscribe to the offer</b>	NA
8.	<b>The proposed time within which the allotment shall be completed</b>	Offer Letter is valid either for 60 days from the date of approval of

		issue or till the date of receipt of the entire subscription amount, whichever is earlier.  The allotment shall be made within the Offer Period i.e.  Offer Open Date - September 30, 2025 Offer Close Date - October 29, 2025								
9.	<b>The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</b>	<table border="1" data-bbox="995 544 1465 728"> <thead> <tr> <th>S.N.</th> <th>Name of the allottee</th> <th>No. of warrants allotted</th> <th>% of post preferential capital held</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Raj Kumar Tripathi</td> <td>45,769</td> <td>0.03%</td> </tr> </tbody> </table>	S.N.	Name of the allottee	No. of warrants allotted	% of post preferential capital held	1	Raj Kumar Tripathi	45,769	0.03%
S.N.	Name of the allottee	No. of warrants allotted	% of post preferential capital held							
1	Raj Kumar Tripathi	45,769	0.03%							
10.	<b>The change in control, if any, in the company that would occur consequent to the preferential offer</b>	There will be no change in the control of the Company as the maximum number of shares of the Company will be held by DMI Limited and the numbers of shares to be offered and allotted to the offerees will be less than 10% of the total paid up capital of the Company post conversion.								
11.	<b>The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms, of number of securities as well as price;</b>	NA								
12.	<b>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</b>	NA								
13.	<b>The pre issue and post issue shareholding pattern of the Company</b>	Annexure-1								

The Resolutions as set out in **Item no. 04** of the Notice for obtaining approval of the shareholders for issuance of Convertible share warrants on preferential allotment basis to the identified employees of the group company will be placed before the meeting for approval of the members.

Your directors recommend the approval of the proposed resolution by the Members as **Special Resolution**.

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373

The details of the transaction can be accessed at the registered office of the Company during the business hours i.e. between 0900 Hrs to 1800 Hrs.

None of the existing promoters, directors or their relatives other are directly interested in this resolution.

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373

**THE PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY AS ON SEPTEMBER 24, 2025**

S.No	Category	Pre-Issue		Post-Issue*#	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A.</b>	<b>Promoters' holding-</b>				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	<b>Sub-total</b>	-	-	-	-
2	Foreign promoters	45,31,67,933	81.44%	45,31,67,933	81.43%
	<b>Sub-total (A)</b>	<b>45,31,67,933</b>	<b>81.44%</b>	<b>45,31,67,933</b>	<b>81.43%</b>
<b>B.</b>	<b>Non-promoters' holding</b>				
1	Institutional investors	-	-	-	-
2	Non-institution	-			
3	Private corporate bodies	8,60,09,825	15.46%	8,60,09,825	15.46%
4	Directors and relatives	45,22,623	0.81%	45,22,623	0.81%
5	Indian public	57,76,492	1.04%	58,22,261	1.05%
6	Others (including NRIs)	69,85,867	1.26%	69,85,867	1.26%
	<b>Sub-total (B)</b>	<b>10,32,94,807</b>	<b>18.56%</b>	<b>10,33,40,576</b>	<b>18.57%</b>
	<b>GRAND TOTAL</b>	<b>55,64,62,740</b>	<b>100%</b>	<b>55,65,08,509</b>	<b>100%</b>

\* Assuming all the warrants being issued are converted in equity shares.

# Does not include the warrants allotted by company on previous dates as they are not yet converted into equity shares.

Note-

- 1) Pre issue shareholding is as on September 24, 2025
- 2) Post issue shareholding of all other shareholders is assumed to remain unchanged.

Date: September 24, 2025

Place: New Delhi

By the Order of the Board  
For DMI Housing Finance Private Limited

Sd/-  
Jyoti Jha  
Company Secretary  
Address: Express Building,  
3rd Floor 9-10, Bahadur Shah  
Zafar Marg, Delhi, 110002

## DMI HOUSING FINANCE PRIVATE LIMITED

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

**Phone:** +91-11-49834444, Fax- +91-11-41204000

**Website:** [www.dmihousingfinance.in](http://www.dmihousingfinance.in)

CIN: U65923DL2011PTC216373

### **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:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmif@dmihousingfinance.in](mailto:dmif@dmihousingfinance.in)  
U65923DL2011PTC216373

I/We, being the member (s) of .....shares of DMI Housing 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 me/us and on my/our behalf at 14<sup>th</sup> Annual General Meeting of the Company to be held on Monday 29<sup>th</sup> day of September 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New

Delhi- 110002 at 1500 hours and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Businesses:</b>			
1.	To receive, consider and adopt the Annual audited financial statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon;		
2.	To consider and approve the remuneration of Statutory Auditors for the financial year 2025-26		
<b>Special Businesses:</b>			
3.	To consider and increase the limit to make investments, give loans, guarantees and provide securities under section 186 of the Companies act, 2013 to Rs. 1,500/- crore (Rupees Fifteen Hundred Crore only)		
4.	To approve the issuance of convertible share warrants to the employees of group company		

\*Applicable for investors holding shares in electronic form.

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

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 commencement of the meeting.
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. \*This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column

Affix  
Revenue  
Stamp

blank against any or all the resolutions, your Proxy will be entitled to vote in the manner 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 names of all the joint holders should be stated.

Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373

**DMI HOUSING FINANCE PRIVATE LIMITED**

**Registered office:** Express Building, 3<sup>rd</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002  
**Phone:** +91-11-49834444, Fax- +91-11-41204000  
**Website:** [www.dmihousingfinance.in](http://www.dmihousingfinance.in)  
**CIN:** U65923DL2011PTC216373

---

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 14th Annual General Meeting of the Company to be held on Monday, 29<sup>th</sup> day of September, 2025 at Express Building, 3<sup>rd</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1500 Hours.

Signature of the Shareholder or Proxy\*\*:

---

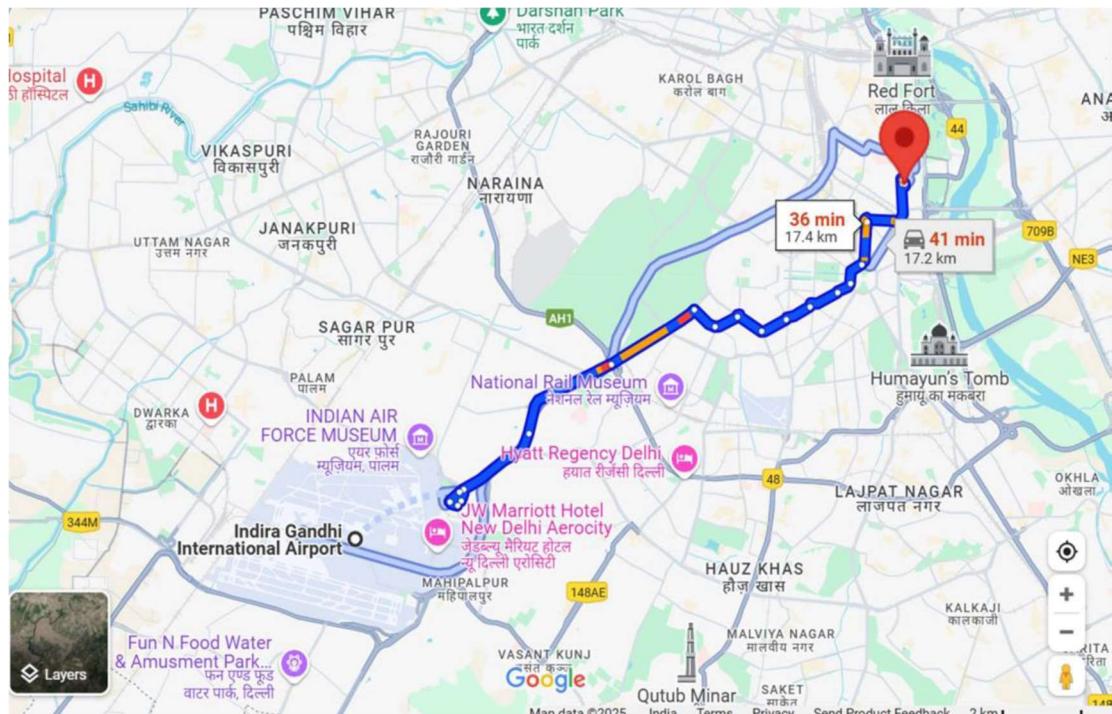
\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

---

## Route Map of the Company

**Venue of the Annual General Meeting: Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002**



Registered Office:  
Express Building, 3rd Floor,  
9-10, Bahadur Shah Zafar  
Marg, New Delhi-110002  
T: +91 11 49834444  
F: +91 11 41204000  
[dmi@dmihousingfinance.in](mailto:dmi@dmihousingfinance.in)  
U65923DL2011PTC216373