

**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 EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting ("EGM") of the members of DMI Housing Finance Private Limited ("the Company") is scheduled to be held on Saturday on 26<sup>th</sup> day of April 2025 at Express Building, 3<sup>rd</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 at 1500 hours onwards at a shorter notice to transact the following business:

**ITEM NO. 1**

**AMENDMENT / RATIFICATION OF DMI HFC ESOP PLAN 2018 - EXTENDED  
("DMI HFC ESOP PLAN 2018 - EXTENDED") (ESOP POLICY)- FOR EMPLOYEES  
OF 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 the provisions of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act"), provisions contained in the Memorandum of Association and the Articles of Association of DMI Housing Finance Private Limited ("the Company"), the consent of the Members be and is hereby accorded to ratify, amend/modify the DMI Employee Stock Option Plan, 2018 ("DMI HFC ESOP Plan 2018- Extended") and to create, offer, issue and allot at any time, to the present and/or future permanent employees of the Company, working in India or abroad and/or Directors (including whole-time directors but excluding non-executive in-dependent directors, if any) of the Company and any other individuals/entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") under DMI HFC ESOP Plan 2018- Extended (as amended from time to time), stock options upto 5% of the Fully Diluted Equity Capital of the Company (hereinafter collectively referred to as "Securities") of the Company, convertible into such number of equity shares as per the DMI HFC ESOP Plan 2018- Extended as amended from time to time, of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organization of the capital structure of the Company), having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board (which term shall include the Nomination and Remuneration Committee constituted / re-constituted by the Board or any other committee which the Board may constitute to exercise its powers,

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including the powers conferred by this resolution) in accordance with the Act and provisions of the DMI ESOP Plan 2018- Extended, as amended from time to time.

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee be and is hereby authorized to grant ESOPs to the identified allottees under various ESOP schemes incorporated under the DMI HFC ESOP Plan 2018-Extended (as amended from time to time) as per the terms and conditions laid down in the said ESOP schemes.

**RESOLVED FURTHER THAT** Securities Allotment Committee of the Board be and is hereby authorized to allot such ordinary equity shares upon exercise of stock options, from time to time, granted under the DMI HFC ESOP Plan 2018-Extended and such equity shares allotted shall in all respects rank *pari passu* inter-se with the then existing equity shares of the Company.

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

**RESOLVED FURTHER THAT** any schemes issued earlier, and the grants made thereunder shall stand ratified/amended/modified/extended as per the "DMI HFC ESOP Plan 2018-Extended" in line with aforesaid extension and in compliance with regulatory requirements.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorized, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to DMI HFC ESOP Plan 2018-Extended; and (iii) to modify, change, vary, alter, amend, suspend or terminate DMI HFC ESOP Plan 2018-Extended subject to compliance with the applicable laws and regulations provided any variation, amendment, modification or alteration or suspension is not detrimental to the interests of the employees; & (iv) to settle all questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the DMI HFC ESOP Plan 2018-Extended.

**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. 2**

**AMENDMENT / RATIFICATION OF DMI HFC ESOP PLAN 2018 - EXTENDED  
("DMI HFC ESOP PLAN 2018 - EXTENDED") - FOR EMPLOYEES OF THE  
HOLDING COMPANY**

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

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act"), provisions contained in the Memorandum of Association and the Articles of Association of DMI Housing Finance Private Limited ("**the Company**"), consent of Members be and is hereby accorded to ratify, amend/modify the DMI HFC Employee Stock Option Plan, 2018 ("DMI HFC ESOP Plan 2018-Extended") and to create, offer, issue and allot at any time, to the present and/or future permanent employees of the holding company of the Company, working in India or abroad and/or Directors (including whole-time directors but excluding non-executive independent directors, if any) of the holding company of the Company and any other individuals/entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") under DMI HFC ESOP Plan 2018- Extended (as amended from time to time), stock options upto 5% of the Fully Diluted Equity Capital of the Company (hereinafter collectively referred to as "Securities") of the Company, convertible into such number of equity shares as per the DMI HFC ESOP Plan 2018- Extended as, amended from time to time, of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organization of the capital structure of the Company), having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board (which term shall include the Nomination and Remuneration Committee constituted / re-constituted by the Board or any other committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) in accordance with the Act and provisions of the DMI ESOP Plan 2018- Extended, as amended from time to time.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to grant ESOPs to the identified allottees under various ESOP schemes incorporated under the DMI HFC ESOP Plan 2018-Extended (as amended from time to time) as per the terms and conditions laid down in the said ESOP schemes.

**RESOLVED FURTHER THAT** Securities Allotment Committee of the Board be and is hereby authorized to allot such ordinary equity shares upon exercise of stock options, from time to time, granted under the DMI HFC ESOP Plan 2018-Extended and such equity shares allotted shall in all respects rank *pari passu* inter-se with the then existing equity shares of the Company.

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

**RESOLVED FURTHER THAT** any schemes issued earlier and the grants made thereunder shall stand ratified/amended/modified/extended as per the "DMI HFC ESOP Plan 2018-Extended" in line with aforesaid extension and in compliance with regulatory requirements.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorized, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to DMI HFC ESOP Plan 2018-Extended; and (iii) to modify, change, vary, alter, amend, suspend or terminate DMI HFC ESOP Plan 2018-Extended subject to compliance with the applicable laws and regulations provided any variation, amendment, modification or alteration or suspension is not detrimental to the interests of the employees; & (iv) to settle all questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the DMI HFC ESOP Plan 2018-Extended.

**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. 3**

#### **INCREASE IN BORROWING LIMIT UP TO RS. 5,000 CRORES FOR THE FINANCIAL YEAR 2025-26**

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Board on February 29, 2024 and further by the shareholders in the general meeting held on July 16, 2024 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 consent of the

Members be and is hereby accorded to borrow, from time to time, during the financial year 2025-26, any amount, secured or unsecured, either in the form of term loan, debentures (non-convertible/ optionally convertible) or CPs or in any other form as it may deem requisite 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. 5,000 Crores (Rupees Five Thousand Crores only)** or the aggregate of paid-up share capital, free reserves and security premium of the Company, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (including Loan/ Investment & Borrowing Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution), 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."

**For DMI Housing Finance Private Limited**

Sd/-  
Jyoti Jha  
Interim Company Secretary  
M. No. A55052  
Regd. Office:  
Express Building,  
3rd Floor, 9-10,  
Bahadur Shah Zafar  
Marg, New Delhi-  
110002

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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 EGM.
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 EGM.
6. Members/ Proxies should fill in the attendance slip for attending the EGM. 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 EGM.
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. The route map of the location is attached with the notice.

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

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 & 2**

**AMENDMENT / RATIFICATION OF DMI HFC ESOP PLAN 2018 - EXTENDED (“DMI HFC ESOP PLAN 2018 - EXTENDED”) - FOR EMPLOYEES OF THE COMPANY & FOR EMPLOYEES OF THE HOLDING COMPANY**

The members are apprised that DMI HFC Employee Stock Option Plan, 2018 (“DMI HFC ESOP Plan 2018”) was initially approved by the shareholders in their meeting held on March 19, 2018 for a period of 5 years, which was further extended by a period of 1 (one) year by the shareholders in their meeting held on March 28, 2023 upon the recommendation of the Board (“DMI HFC ESOP Plan 2018-Extended”).

Therefore, the Board of Directors in their meeting held on March 27, 2025 upon recommendation of the Nomination & Remuneration Committee, has approved and proposed that the existing scheme shall be ratified/restated, amended and the term of the DMI HFC ESOP Plan 2018-Extended be further extended by a period of 4 (four) years pursuant to which the revised term of the DMI HFC ESOP Plan 2018-Extended would be 10 (Ten) years from the initial date of approval. Accordingly, all the schemes issued earlier and the grants made thereunder shall also stand ratified/amended/modified/extended as per the “DMI HFC ESOP Plan 2018-Extended” in line with aforesaid extension and in compliance with regulatory requirements. The said ratification/amendment/modification/extension is not prejudicial to the interests of the existing option holders.

Apart from other customary changes, below mentioned are the key proposed amendments in the DMI HFC ESOP Plan 2018-Extended (“ESOP Policy”) and as per Rule 12(5) of Companies (Share Capital and Debentures) Rules, 2014:

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

S. No.	Clause	Particulars of Change
1	Clause 2(i)	<p>The Exercise Period has been increased from the existing sixth to Eight anniversary of the Option Grant Date and the revised Clause 2(i) will read as below:</p> <p>“Exercise Period” in respect of any Vested Options means the period commencing on the date of Vesting of such Option and expiring on such date(s) as may be provided</p>

		in the Option Agreement, to the Eight anniversary of Option Grant Date.
3	<b>Clause 6(b)</b>	<p>The Vesting Period of an Option has been increased from up to 5 years to up to 6 years from the Option Grant Date and the revised Clause 6(b) will read as under:</p> <p>The maximum Vesting Period of an Option shall not be more than a period of six (6) years from the Option Grant Date.</p>
4	<b>Clause 15</b>	<p>The Term of the Plan has been increased from 6 years to 10 years the revised Clause 15 will read as under:</p> <p>This Plan shall become effective upon its initial adoption by the shareholders of the Company. It shall continue in effect till ten (10) years from the initial adoption unless terminated sooner by the Board in accordance with this Plan and applicable law.</p>

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## 2. Rationale for the variation of the ESOP Policy:

- a) The proposed amendments contain certain editorial changes and are carried out to align with the revised term of the ESOP Policy and applicable laws.
- b) The proposed amendments are not prejudicial to the interests of the option holders.

## 3. Details of the employees who are beneficiaries of such variation:

The variation would be applicable uniformly to all the eligible employees covered under the DMI HFC ESOP Plan 2018- Extended.

The Company shall comply with the applicable accounting standards with respect to the employee stock options.

In terms of section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the shareholders by way of special resolution is required in connection with the variation in terms of Employee Stock Option schemes of the Company.

The members are accordingly requested to review, ratify, extend and approve the amended "**DMI HFC ESOP Plan 2018- Extended**" of the Company in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The draft of the revised DMI HFC ESOP Plan 2018-Extended of the Company is available for inspection in the manner as mentioned in 'Notes' section forming part of this notice.

The Board of Directors recommends the resolutions as set out in Item no. 1 & 2 of the Notice for approval of members by way of **Special Resolutions**.

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

### **ITEM NO. 3**

#### **INCREASE IN BORROWING LIMIT UPTO RS.5000 CRORES FOR THE FINANCIAL YEAR 2025-26**

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The Members are apprised that to fulfil the growing business requirements, the Company is planning to raise more borrowings in the form of bank term loans, NCD's, OCD's and CP's. Further, in accordance with section 180(1) (c) of the Companies Act, 2013 read with other applicable provisions and rules framed therein, it is being proposed to increase the borrowing limits of the Company for the financial year 2025-26 that to Rs. 5,000 Crores 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.

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

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

Sd/-  
Jyoti Jha  
Interim Company Secretary  
M. No. A55052  
Regd. Office:  
Express Building,  
3rd Floor, 9-10,  
Bahadur Shah Zafar  
Marg, New 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]*

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**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) 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 Extraordinary General Meeting of the Company to be held on Saturday, 26<sup>th</sup> day of April 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
1.	Amendment / ratification of DMI HFC ESOP PLAN 2018 - extended ("DMI HFC ESOP PLAN 2018 - extended") (ESOP Policy)- For Employees of The Company		
2.	Amendment / Ratification of DMI HFC ESOP Plan 2018 - Extended ("DMI HFC ESOP Plan 2018 - Extended") - For Employees of The Holding Company		
3.	Increase in borrowing limit up to Rs. 5,000 crores for the financial year 2025-26		

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\*Applicable for investors holding shares in electronic form.

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

**Signature of shareholder**

Affix  
Revenue  
Stamp

**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 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.

ATTENDANCE SLIP

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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 Extraordinary General Meeting of the Company to be held on Saturday, 26<sup>th</sup> day of April 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\*\*:

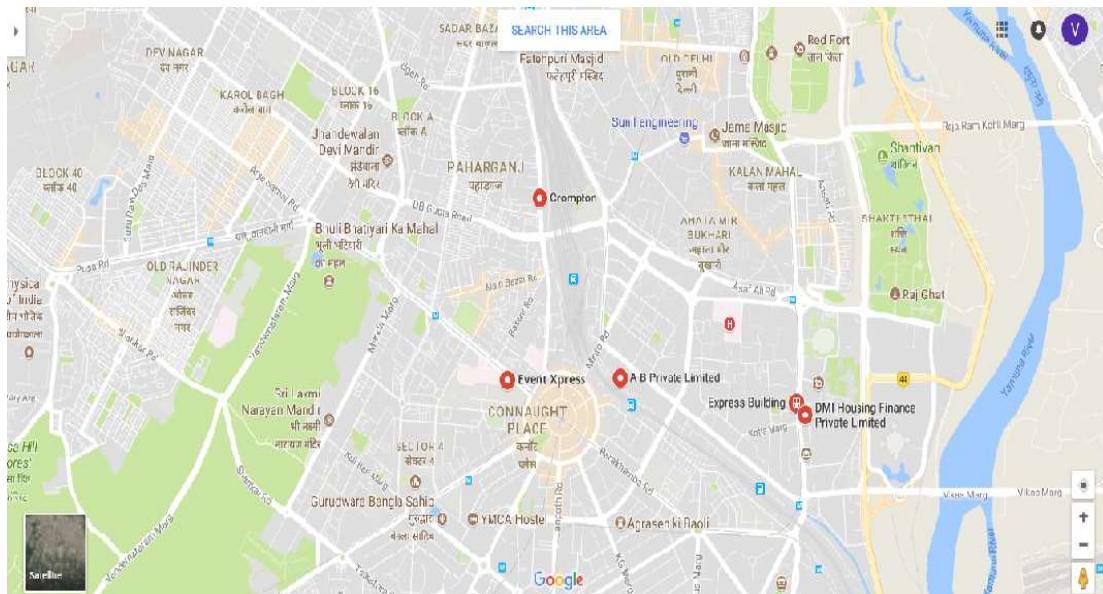
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\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

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**ROUTE MAP OF THE COMPANY**  
**VENUE OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON**  
**APRIL 26, 2025: EXPRESS BUILDING, 3RD FLOOR, 9-10, BAHADUR SHAH**  
**ZAFAR MARG, NEW DELHI- 110002**



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