

DMI HOUSING FINANCE PRIVATE LIMITED

Registered office: Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002

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

Website: www.dmihousingfinance.in

CIN: U65923DL2011PTC216373

NOTICE OF THE 03rd EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 03rd Extra Ordinary General Meeting (“EGM”) of the members of DMI Housing Finance Private Limited (“the Company”) will be held, Saturday on July 26, 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 at 1100 hours onwards to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR THE ISSUANCE OF CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL ALLOTMENT TO THE IDENTIFIED EMPLOYEES OF THE GROUP COMPANY

To consider and if thought fit, 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 Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, and on the approval of Board of Directors in their Meeting held on July 24, 2025, the consent of the Members of the Company be and is hereby accorded to offer, issue, allot and deliver fully convertible share warrants to the Proposed Warrant Allotees and other details as mentioned in **Annexure-1** 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.

RESOLVED FURTHER THAT:

- a) Each warrant issued to residents' warrant allottees shall be convertible into one equity share of the Company, subject to the terms of vesting as may be applicable. The vested warrants may be exercised by the allottees at any time within a period of 60 (sixty) months from the date of issuance ("Warrant Exercise Period"), in accordance with the terms and conditions of the warrant agreement.
- b) An amount equivalent to Rs.14.17/-shall be payable at the time of subscription and allotment of each warrant ("Warrant Premium/Subscription Amount") and Rs. 50.35/-("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 allottees/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 Warrant Premium/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 the Warrant holder fails to exercise the Warrants within a period of 5 (five) years from the date of allotment, the Warrants shall lapse upon expiry of the Warrant Exercise Period, and any amount paid by the Warrant holder towards 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 so 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, be and is hereby approved and any of the Director of the Company or the authorised person be and is hereby severally authorised to circulate the PAS 4 to the proposed investors as above and 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 authorised to allot the convertible share warrants to the Proposed Warrant Allotees on receipt of application money from them for subscribing to 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, Mr. Rajul Bhargava, CEO & Executive Director and Mr. Yuvraja Chanakya Singh, Director and Ms. Jyoti Jha, 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) of 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, utilisation 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: July 25, 2025

Place: New Delhi

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

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**Sd/-
Jyoti Jha
Company Secretary
Mem No. - 55052**

**Address: Express Building, 3rd Floor, 9-10,
Bahadur Shah Zafar Marg, New Delhi-110002**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
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 Kotak Mahindra Bank. 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

ITEM NO. 1: ISSUANCE OF CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO THE IDENTIFIED EMPLOYEES OF THE GROUP COMPANY

The members of the Board are informed that as per the management discussions, the management would like to reward certain individuals who have been working with the organization for a long time and/or will have a 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 from the date of issuance subject to the terms of vesting as may be applicable. Further the proposed Warrants Allottees needs to pay an upfront amount of Warrant Premium of Rs. 14.17 per warrant.

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Detailed list with number of warrants (“**Annexure-1**”) is enclosed.

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 share warrants to the proposed warrant allottees will be presented to the members during the meeting for consideration of the members.

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.	Objective of the issue	The issue and allotment of Warrants is as per the terms and conditions set out in the Warrants Subscription Agreement.
2.	Total number of securities to be issued	9,13,624
3.	The price or price band at which the allotment is proposed	The share warrant is being issued at Upfront Amount/ Warrant premium of Rs. 14.17 per warrant (<i>to be received on subscription</i>) and Conversion price of of Rs. 50.35/- per warrant to be paid at the time of exercise of warrant
4.	Basis on which the price has been arrived at along with report of the registered valuer	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.	Relevant date with reference to which the price has been arrived at	March 31, 2025
6.	The class or classes of persons to whom the allotment is proposed to be made	The share warrants are offered to the identified employees of the Group Company

7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	NA
8.	The proposed time within which the allotment shall be completed	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. Offer Open Date – July 28, 2025 Offer Close Date – September 26, 2025
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Refer Annexure-1
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	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.	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;	NA
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA
13.	The pre issue and post issue shareholding pattern of the Company	Annexure-2

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The Resolutions as set out in Item no. 1 of the Notice for obtaining approval of the shareholders for issue of convertible share warrants on preferential allotment basis 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** to issue the aforesaid-mentioned share warrants.

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.

Further, None of the Directors of the Company or their relatives are directly or indirectly interested in this resolution.

Annexure-1

Details of warrants to be issued to the employees of the group company

SL No.	Name of the Proposed Allottee	Resident/Non-Resident	No. of Warrants to be issued	Warrant Exercise Price per warrant	Warrant Purchase Price per warrant (in Rs.)
1	Fahim Ahmad	Resident	31,757	50.35	14.17
2	Anmol Avinash Nayyar	Resident	58,826	50.35	14.17
3	Saurabh Nigam	Resident	84,686	50.35	14.17
4	Jatinder Bhasin	Resident	65,613	50.35	14.17
5	Pooja Malik	Resident	1,02,329	50.35	14.17
6	Manikant Singh R	Resident	35,286	50.35	14.17
7	Salil Chugh	Resident	98,800	50.35	14.17
8	Rachit Kumar Gupta	Resident	47,513	50.35	14.17
9	Pramod Chowdhary	Resident	38,814	50.35	14.17
10	Raj Kumar Tripathi	Resident	1,00,000	50.35	14.17
11	Salil Chugh	Resident	50,000	50.35	14.17
12	Rachit Kumar Gupta	Resident	2,00,000	50.35	14.17
Total			9,13,624		

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

S.No	Category	Pre-Issue		Post-Issue*#	
		No of shares held	% of share holding	No of shares held	% of share holding
A.	Promoters' holding-				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	45,31,67,933	81.44%	45,31,67,933	81.30%
	Sub-total (A)	45,31,67,933	81.44%	45,31,67,933	81.30%
B.	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution	-			
3	Private corporate bodies	8,60,09,825	15.45%	8,60,09,825	15.43%
4	Directors and relatives	45,22,623	0.81%	45,22,623	0.81%
5	Indian public	57,76,492	1.04%	66,90,116	1.20%
6	Others (including NRIs)	69,85,867	0.42%	69,85,867	1.25%
	Sub-total (B)	10,3294807	18.56%	10,42,08,431	18.70%
	GRAND TOTAL	55,64,62,740	100%	55,73,76,364	100%

* Assuming all the warrants being issued are converted in Class A shares.

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

Note-

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

Date: July 25, 2025

Place: New Delhi

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

Jyoti Jha
Company Secretary
A-55052
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3rd Floor 9-10, Bahadur Shah
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MGT-11 – Proxy form

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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I/We, being the member (s) ofshares of 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 Extra Ordinary General Meeting of the Company to be held on Saturday July 26, 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1100 hours and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Special Business:			
1.	Issuance of convertible share warrants on preferential allotment basis to identified Employees of the Company		

*Applicable for investors holding shares in electronic form.

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

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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 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 names of all the joint holders should be stated.

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Please fill attendance slip and hand it over at the entrance of the meeting hall
Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy:

Folio No.: _____

ID & Client ID*: _____

No. of Shares held: _____

I/We hereby record my/our presence at the Extra ordinary General Meeting of the Company to be held on Saturday, July 26, 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1100 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 Extra Ordinary General Meeting : Express Building, 3rd Floor, 9-10,
Bahadur Shah Zafar Marg, New Delhi- 110002**

