

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 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 Friday, 9th day of May 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 at 1400 hours onwards at a shorter notice to transact the following Special business(s):

ITEM NO. 1

Registered Office:
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APPROVAL FOR ENTERING INTO A RELATED PARTY TRANSACTION WITH DMI INFOTECH SOLUTION PRIVATE LIMITED FOR TRANSFER OF THE RAPID SOFTWARE

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 177 and Section 188 of the Companies Act, 2013 read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, the Members of the Company hereby approve the Related Party Transaction proposed to be entered into between DMI Housing Finance Private Limited (“DMI HFC”) and DMI Infotech Solution Private Limited (“DMII”), a related party, for transfer of the software product “Rapid Software” to DMI Infotech Solution Private Limited, including the right to distribute/sub-license RAPID to other businesses, for consideration equivalent to the fair market value of RAPID as determined by an independent valuation to be completed within 30 days from the date of transfer of software and as approved by the Board of Directors. The aforesaid consideration shall be discharged by DMII by way of issuance of shares of DMII at an issue price based on fair market value of such shares determined by a SEBI registered merchant banker.

RESOLVED FURTHER THAT the Members note that the transaction is not in ordinary course of business but it is on arms- length basis and the details are as mentioned below.

- **Related Party:** DMI Infotech Solutions Private Limited
- **Nature of Relationship:** DMII is a related party as defined under Section 2(76) of the Companies Act, 2013, being an entity under common control or significant influence.
- **Transfer Consideration:** The consideration will be the fair market value of the RAPID software (as determined by an independent valuer appointed by DMI HFC), and as approved by the Board of DMI HFC, to be completed within 30 days from the date of transfer. Such consideration will be paid by DMII by way of issuance of shares of DMII to DMI HFC basis the valuation of such shares of DMII (obtained from a SEBI registered merchant bank), in accordance with applicable laws, which issuance will be completed within ninety (90) days of the date of transfer. DMII will

also pay the applicable GST or similar taxes on such consideration as required under applicable law.

- **Duration:** Transfer of the intellectual property rights in respect of the RAPID software is proposed to be executed by May 10, 2025

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), any director and the Company secretary of the Company be and is hereby authorized, severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or expedient to give effect to the above resolutions.

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 for the transfer of the software product “Rapid Software”.

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

TO APPROVE THE AMENDMENT IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) 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 Section 13 of the Companies Act, 2013 and other relevant provisions and rules framed therein including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force, the consent of the Members be and is hereby accorded for alteration in the object clause to append the following sub clause (7) after sub clause (6) of clause III (A) of the Memorandum of Association (MOA):

Clause (7) “To procure, invent, carry out research, design, develop, improve, manufacture, market, distribute, sell, license, lease, install, alter, import, export, or otherwise deal in or with all Information Technology softwares, programs of any and all kinds and description, including, but not limited to those used in, for or in connection with the main objects of financing business of the Company and more particularly inventing, designing, developing, improving, carrying out re-research, selling, leasing, the Information Technology softwares which shall be used for recording the details of loan processed, maintaining the data of loans provided or repaid and other ancillary details incidental to finance business and to enter into any agreement with any authority including any government authority, and to obtain, apply for, purchase, acquire from any such Government or authority, persons, institutions any order, rights, powers, concessions, grants, licences, privileges, decrees and to carry out, exercise, comply with any such arrangements, rights, privileges, concessions in relation to such Information Technology softwares.”

RESOLVED FURTHER THAT Mr. Rajul Bhargava, Mr. Yuvraja Chanakya Singh, Directors and Mrs. Jyoti Jha, Interim Company Secretary of the company be and are hereby severally authorized to sign and execute various documents and to complete all regulatory filings as may be required for amendment of the Memorandum of Association and to bring into effect this resolution.

RESOLVED FURTHER THAT for giving effect to this resolution, the Members Severally authorizes Mr. Rajul Bhargava, Director and CEO, Mr. Yuvraja Chanakya Singh, Director and Mrs. Jyoti Jha, Interim Company Secretary of the Company to take all actions and do all such deeds, matters and things as it may, in its 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 as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified copy of this Resolution is provided to all concerns as and when required by any Director of the Company or the Company Secretary of the Company and be furnished to the necessary authorities and they be requested to act thereon.”

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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.

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. 2

The Members of the Company are apprised that **DMI Housing Finance Private Limited** has built an in-house **Housing Lending Platform (RAPID)** with a state-of-the-art workflow system that is automated, parameterized, and powered by a business rule engine to meet customer diverse needs. It covers the end-to-end loan journey from the lead generation till full servicing of loans. The Online sanction and disbursement of loans is done through this platform using maker-checker, automatic credit & disbursal policy checks, approver workflow and authority concept.

In recognition of the commercial potential of monetizing the “RAPID” software the Company proposes to transfer the software to DMI Infotech Solutions Private Limited (DMII), a company which provides information technology solutions to other entities including financial institutions.

To enable the Company to generate revenue from such transactions, it is necessary to amend the Objects Clause of the Memorandum of Association to explicitly include the development, licensing, and transfer of software products and related services.

In connection with this, the Object Clause in the Memorandum should be amended by adding sub clause (7) after sub clause (6) of clause III (A) and this change as mentioned needs to be done before the company can undertake any transaction with DMI Infotech Solution Private Limited.

The Board of Directors have approved the aforesaid amendment in the Object Clause of the Memorandum of Association of the Company in their meeting held on April 30, 2025, subject to the shareholders’ approval.

In accordance with the same, the Company is approaching the Members for the change in the Object Clause of the Memorandum of Association of the Company.

None of the Directors or KMPs except Mr. Yuvraja Chanakya Singh along with their relatives are interested in the aforesaid resolution.

Date: May 08, 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

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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:

Registered Office:
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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 Extraordinary General Meeting of the Company to be held on Friday, 09th day of May 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1400 hours and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Approval for entering into a related party transaction with DMI Infotech Solution Private Limited for transfer of the Rapid software		

2.	To approve the amendment in the Object clause of the Memorandum of Association (MOA) of the Company		
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*Applicable for investors holding shares in electronic form.

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

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 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.

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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:

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F: +91 11 41204000
dmi@dmihousingfinance.in
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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 Friday, 09th day of May, 2025 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1400 Hours.

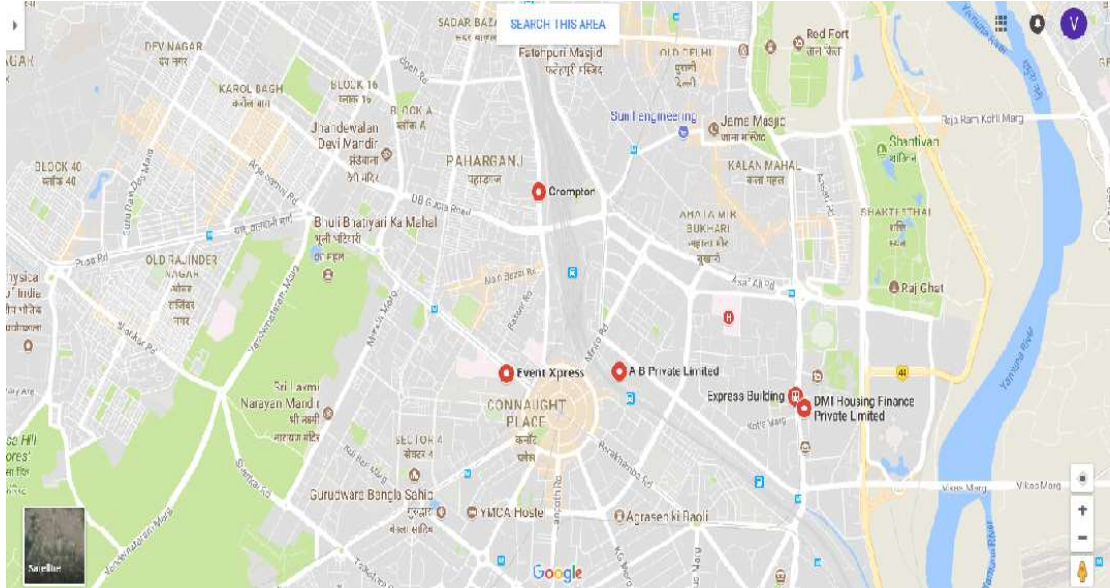
Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

ROUTE MAP OF THE COMPANY

**VENUE OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
MAY 09, 2025: EXPRESS BUILDING, 3RD FLOOR, 9-10, BAHADUR SHAH
ZAFAR MARG, NEW DELHI- 110002**



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