

DMI 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.dmifinance.in

CIN: U65929DL2008PTC182749

NOTICE OF THE 13th ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting (“AGM”) of the members of DMI Finance Private Limited (“the Company”) will be held on shorter notice basis on Friday, October 29, 2021, at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1230 hours onwards to transact the following business:

ORDINARY BUSINESS:

Registered Office:
Express Building, 3rd Floor,
9-10, Bahadur Shah Zafar
Marg, New Delhi-110002
T: +91 11 41204444
F: +91 11 41204000
email: dmi@dmifinance.in
U65929DL2008PTC182749

1. To receive, consider and adopt the:
 - a. Annual Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and the Auditors thereon; and
 - b. Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, and the Report of the Auditors thereon.
2. To appoint M/s. S.N. Dhawan & Co (Firm Registration Number: 000050N/N500045), as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

‘RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (“SAs”) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (including any statutory modification or re-enactment thereof for time being in force) dated April 27, 2021 issued by the Reserve Bank of India (“RBI Guidelines”) and Articles of Association of the Company and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authorities, as may be applicable, and as per the recommendation received from the Board of Directors of the company, M/s. S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration No.: 000050N/N500045), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and is hereby appointed as Statutory Auditors of DMI Finance Private Limited (the ‘Company) for a consecutive term of three financial years (2021-22 to 2023-24), to hold office from the conclusion of the 13th Annual General Meeting (‘AGM’) till the conclusion of the 16th AGM of the Company, subject to the fulfilment of the eligibility norms each year during its tenure at such remuneration plus taxes, out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, the auditors shall also provide the relevant certificates at a price agreed along with statutory audit fees as may be required under various statutory or regulatory requirements.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and hereby severally authorize Mr. Shivashish Chatterjee and Mr. Yuvraja Chanakya Singh, Jt. Managing Directors and/or Mr. Sahib Pahwa, Head-CS & Compliance of the Company to take all actions and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to give effect including but not limited to intimating the Reserve Bank of India (RBI) or any other regulatory authority as applicable for such appointment and to do all acts, deeds and things in connection therewith and incidental thereto as they in their absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end.”

Date: October 27, 2021
Place: New Delhi

By the Order of the Board
For DMI Finance Private Limited

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Sd/-

Sahib Pahwa
Head- Compliance and Company Secretary
A24789
Express Building, 3rd 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.** 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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, upto the date of the AGM.
8. 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.
9. Landmark for location of meeting is Passport Seva Kendra, ITO. Route map of the location is attached with the notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to certain Ordinary Business and Special Business mentioned in the accompanying notice:

Item No. 2:

The members are hereby informed that the Reserve Bank of India vide its Circular dated April 27, 2021, has issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ('RBI Guidelines'), regarding appointment of Statutory Auditors in Banks including NBFCs and FAQs released subsequently. The guidelines will be applicable to the NBFCs with asset size of 1,000 Crore and more for Financial Year 2021-22 and onwards in respect of appointment/ re-appointment of Statutory Auditors. Pursuant to the said guidelines to protect the independence of the auditors, the Company shall appoint the Statutory Auditors for a continuous period of three years subject to the firm satisfying the eligibility norms each year. Further, an audit firm would not be eligible for re-appointment in the same entity for six years (two tenures) after completion of full or part of one term of the audit tenure. In view of the above RBI Guidelines, the Company has adopted a Policy for Appointment of Statutory Auditors ('Policy').

The members of the Company at the 12th Annual General Meeting (AGM) held on September 15, 2020 has appointed M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for a consecutive term of five financial years (i.e., 2020-21 to 2024-25) till the conclusion of 17th Annual General Meeting. However, in accordance with the RBI Guidelines, one Audit firm can conduct Statutory Audit of not more than eight (8) NBFCs. In compliance with the said Guidelines, M/s. Walker Chandiook and Co. LLP has expressed their inability to continue to hold the office of Statutory Auditors and tendered their resignation with effect from October 25, 2021.

Further, on the basis of recommendation of the Audit Committee and considering the profile, experience and specialization in the audit of banking and financial service sector, the Board of Directors through circular resolution passed on October 27, 2021, has appointed M/s. S.N. Dhawan & Co LLP, Chartered Accountants, (Firm Registration No. 000050N/N500045), as Statutory Auditors of the Company for the consecutive term of three financial years (2021-22 to 2023-24) to fill the casual vacancy subject to the approval of shareholders in the ensuing AGM.

Further, in terms of RBI Guidelines and Company's policy and on the basis of recommendation of Board of Directors of the Company, the appointment of M/s. S.N. Dhawan & Co LLP, Chartered Accountants, (Firm Registration No. 000050N/N500045), as Statutory Auditors of the Company for the consecutive term of three financial years (2021-22 to 2023-24), starting from conclusion of this AGM till the conclusion of 16th AGM of the Company, recommended to the shareholders for the approval at the AGM subject to the fulfilment of the eligibility norms each year at such remuneration plus taxes, out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, the auditors shall also provide the relevant certificates at a price agreed along with statutory audit fees as may be required under various statutory or regulatory requirements.

M/s. S.N. Dhawan & Co LLP have confirmed that the appointment, if made would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139, 141 of the Companies Act, 2013 read with rules made thereunder. Further, the Company has also received an eligibility certificate from M/s. S.N. Dhawan & Co LLP in Form-B as prescribed under the aforesaid RBI Guidelines on Appointment of Statutory Auditors.

Accordingly, the Board of Directors recommends the resolution set out at item no. 2 for the approval of Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

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.

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Date: October 27, 2021
Place: New Delhi

By the Order of the Board
For DMI Finance Private Limited

Sd/-

Sahib Pahwa
Head- Compliance and Company Secretary
A24789
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[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 the DMI 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 13th Annual General Meeting of the Company to be held on shorter notice on Friday, October 29, 2021, at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1230 hours and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Businesses:			
1.	To receive, consider and adopt the: a. Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon; and b. Annual audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the Report of the Auditors thereon.		
2.	To appoint M/s. S.N. Dhawan & Co (Firm Registration Number- 000050N/N500045), as Statutory Auditors of the Company and to fix their remuneration.		

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*Applicable for investors holding shares in electronic form.

Signed this..... day of..... 2021

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 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: _____

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Folio No.: _____

ID & Client ID*: _____

No. of Shares held: _____

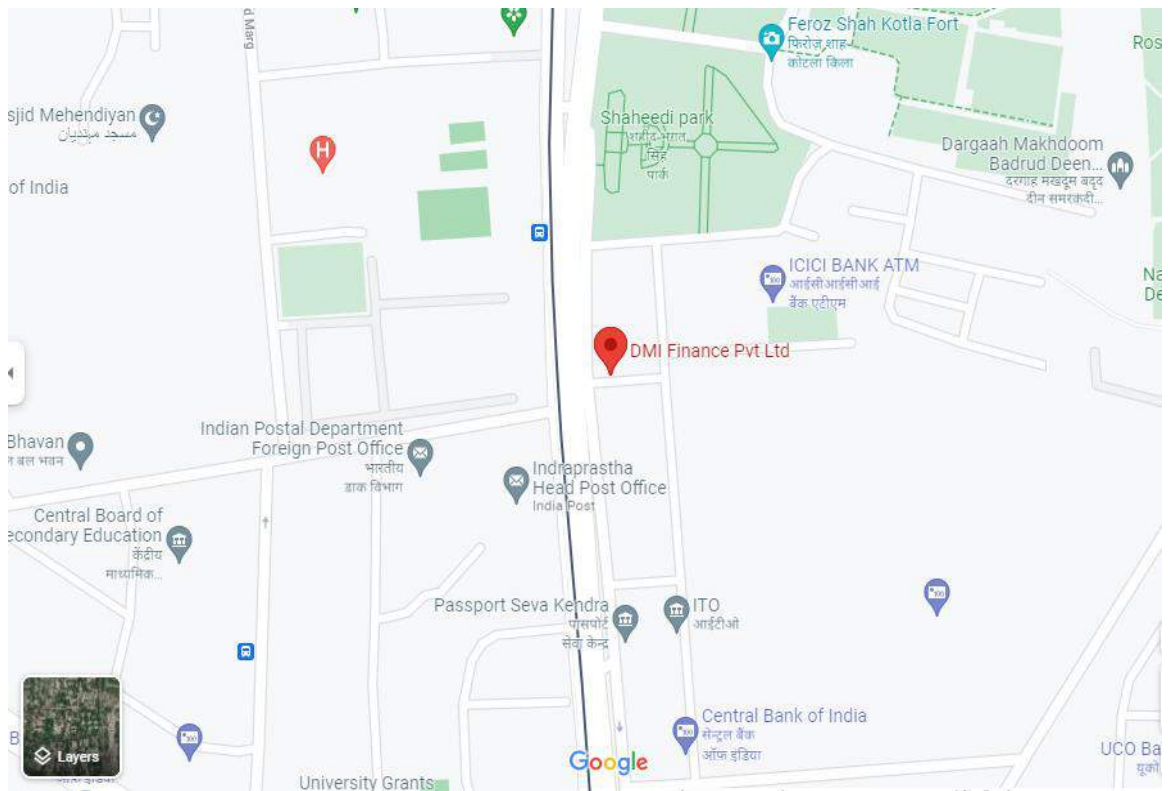
I/We hereby record my/our presence at the 13th Annual General Meeting of the Company to be held on shorter notice basis on Friday, October 29, 2021, at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1230 hours.

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

Route Map of Venue of Meeting



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