



DMI FINANCE PRIVATE LIMITED

October 21, 2024

To
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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U64990DL2008PTC182749

Pursuant to the provisions of Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), please find enclosed the Compliance Report on Corporate Governance for the quarter ended September 30, 2024.

Request you to please take the above on record.

Thanking You,

Yours sincerely,

For DMI Finance Private Limited


Jyoti Kheria,
ICSI Membership No- A42022
Company Secretary and Compliance Officer



Compliance Report on Corporate Governance for the quarter ended September 30, 2024
Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: DMI Finance Private Limited
2. Quarter ending: September 30, 2024

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN ^S & DIN	Category ^{&}	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
		[
Mrs.	Jayati Chatterjee	ADWPC7172N01401127	Non-Executive - Non-Independent Director	02-09-2008	-	-	-	30-01-1950	0	0	1	0
Mr.	Shivashish Chatterjee	AONPC1283L02623460	Executive Director	30-12-2010	-	-	-	11-02-1973	0	0	0	0
Mr.	Gurcharan Das	ABRPD6894P00100011	Non-Executive - Non-Independent Director	25-08-2011	-	-	-	03-10-1943	2	2	1	0
Mr.	Nipendar Kochhar	AJWPK9000B02201954	Non-Executive - Non-Independent Director	11-09-2008	-	-	-	06-10-1949	0	0	1	1
Mr.	Alfred Victor Mendoza	ZZZZZ9999Z08432874	Non-Executive - Nominee Director	14-11-2022	-	-	-	06-04-1972	0	0	1	0
Mr.	Masakazu Osawa	ZZZZZ9999Z10138005	Non-Executive - Nominee Director	22-05-2023	-	-	-	20-06-1968	0	0	1	0
Mrs.	Bina Singh	ALZPS4926P01178506	Non-Executive - Non-Independent Director	02-09-2008	-	-	-	07-11-1946	0	0	0	0

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN ^S & DIN	Category &	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Yuvraja Chanakya Singh	CVPPS6814N02601179	Executive Director	26-08-2009	-	-	-	14-09-1971	0	0	1	0
Mrs.	Naomi Koike Hauser	ZZZZZ9999Z10540517	Non-Executive Nominee Director	13-04-2024	-	-	-	26-03-1974	0	0	0	0
Whether Regular chairperson appointed: No												
Whether Chairperson is related to managing director or CEO: NA												
<p>^SPAN of any director would not be displayed on the website of Stock Exchange and in the absence of Pan we have entered ZZZZZ9999Z.</p> <p>^{&}Category means Chairperson and/or Directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>[*]To be filled only for Independent Director. Tenure would mean the total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>Notes:</p> <ol style="list-style-type: none"> While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered. Number of memberships in Audit/Stakeholder Committee includes Chairpersonship, wherever applicable. There is no designated chairman/chairperson of the Company. 												

II. Composition of Committees					
Name of Committee*	Whether Regular Chairperson appointed	Name of Committee Members	Category*	Date of Appointment	Date of Cessation
Audit Committee	Yes	Jayati Chatterjee	Non-Executive - Non-Independent Director	02-09-2008	-
		Nipendar Kochhar	Non-Executive - Non-Independent Director	11-09-2008	-
		Alfred Victor Mendoza	Non-Executive - Nominee Director	14-11-2022	-
		Masakazu Osawa	Non-Executive - Nominee Director	22-05-2023	-
		Yuvraja Chanakya Singh	Executive Director	26-08-2009	-
Nomination & Remuneration Committee	No	Alfred Victor Mendoza	Non-Executive - Nominee Director	14-11-2022	-
		Masakazu Osawa	Non-Executive - Nominee Director	22-05-2023	-
		Yuvraja Chanakya Singh	Executive Director	26-08-2009	-
		Shivashish Chatterjee	Executive Director	30-12-2010	-
Risk Management Committee	No	Yuvraja Chanakya Singh	Executive Director	26-08-2009	-
		Shivashish Chatterjee	Executive Director	30-12-2010	-
		Arindam Das	CEO- Consumer Credit & MSME Loans	03-01-2017	-
		Vivek Gupta	Head Real Estate-Corporate Real Estate	05-09-2011	-
		Nicky Sharma	Chief Risk Officer	01-12-2023	-
*Category means Chairperson and/or Directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.					
Notes:					
1. The Company has fallen into the category of High-Value Debt Listed Company on March 12, 2024 and is required to comply with the provisions of Regulation 16 to 27 of SEBI LODR on a 'comply or explain' basis until March 31, 2025 as per Regulation 15 of SEBI LODR. The Company is in the process of streamlining the applicable compliances under the SEBI LODR and accordingly, the company is in the process of constituting the Stakeholders' Relationship Committee of the Board.					
2. Details of Committees required to be constituted as per SEBI LODR are provided here.					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Number of Directors present*	Number of independent Directors present*	Maximum gap between any two consecutive (in number of days)
16-05-2024	1. 12-08-2024 2. 14-09-2024	1. Yes 2. Yes	1. 9 2. 7	NIL	1. 88 days (gap between May 16, 2024 and August 12, 2024) 2. 33 days (gap between August 12, 2024 and September 14, 2024)
* To be filled in only for the current quarter meetings					

IV. Meetings of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	1. 07-08-2024 2. 16-08-2024	Yes	1. 5 2. 4	-	15-05-2024	1. 84 days (gap between May 15, 2024 and August 07, 2024) 2. 9 days (gap between August 07, 2024 and August 16, 2024)
Nomination & Remuneration Committee	1. 23-09-2024	Yes	4	-	1. 01-04-2024 2. 16-05-2024 3. 30-05-2024	116 days (gap between May 30, 2024 and September 23, 2024)
Risk Management Committee	1. 07-08-2024	Yes	1	-	02-05-2024	97 days (gap between May 02, 2024 and August 07, 2024)
*To be filled in only for the current quarter meetings.						
<p>Notes:</p> <ol style="list-style-type: none"> The Company has fallen into the category of High-Value Debt Listed Company on March 12, 2024 and is required to comply with the provisions of Regulation 16 to 27 of SEBI LODR on a 'comply or explain' basis until March 31, 2025 as per Regulation 15 of SEBI LODR. The Company is in the process of streamlining the applicable compliances under the SEBI LODR and accordingly, the company is in the process of constituting the Stakeholders' relationship committee of the Board. Details of Committees required to be constituted as per SEBI LODR are provided here. 						

V. Related Party Transactions	
Subject	Compliance status Yes/No/NA (refer note below)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No*
<p>Notes:</p> <ol style="list-style-type: none"> In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here. <p>*The Company has not entered into RPT's pursuant to omnibus approval under Regulation 23 of SEBI LODR (as amended from time to time) as the Company has become a high value debt listed entity having an outstanding value of listed non-convertible debt securities of INR 500 Crores and above on March 12, 2024 and it is required to comply with the SEBI LODR Regulations 15 to 27 on a comply or explain basis till March 31, 2025. Thus, the Company is in process to comply with Regulations of SEBI LODR.</p>	

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: No*
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee: No*
 - b. Nomination & Remuneration Committee: No*
 - c. Stakeholders Relationship Committee: No*
 - d. Risk management committee (as applicable): No*
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
➤ Yes*
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
No*
5. Details of Cyber Security Incidence:
 - a. Whether as per Regulation 27(2)(ba) of SEBI LODR, there has been cyber security incidents or breaches or loss of data or documents during the quarter: No
 - b. Date of event: Not Applicable
 - c. Brief details of the event: Not Applicable

6. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: The Corporate Governance Report for the quarter ended June 30, 2024 was duly placed before the Board of Directors in its Board Meeting held on August 12, 2024. Further, the current Corporate Governance Report for the quarter ended September 30, 2024 will also be placed in the subsequent Board Meeting.
- b. The report submitted in the previous quarter has been placed before Board of Directors: Yes
- c. Any comments/observations/advice of the board of directors may be mentioned here: None

** The Company has fallen into the category of High-Value Debt Listed Company on March 12, 2024 and is required to comply with the provisions of Regulation 16 to 27 of SEBI LODR on a 'comply or explain' basis until March 31, 2025 as per the Regulation 15 of SEBI LODR. The Company is in the process of streamlining the applicable compliances under the SEBI LODR.*


Jyoti Kharia
ICSI Membership No- A42022
Company Secretary and Compliance Officer
DMI Finance Private Limited



Date- October 21, 2024