

**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 Wednesday on 27<sup>th</sup> day of November 2024 at Express Building, 3<sup>rd</sup> Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 at 1700 hours onwards at a shorter notice to transact the following business:

**ITEM NO. 1**

**APPROVAL FOR ISSUANCE OF PARTLY PAID EQUITY SHARES ON PREFERENTIAL ISSUE BASIS**

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

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(c) read with section 42 of the Companies Act, 2013 respectively (including any statutory modification thereto or re-enactment thereof for the time being in force) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, if any, enabling provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, consent of the shareholders be and is hereby accorded to issue and offer 6,63,62,505 (Six Crore Sixty-Three Lakhs Sixty-Two Thousand Five Hundred and Five Only) Equity shares of Rs 10/- each at a premium of Rs 38.22/- each (“**Equity Shares**”) issuing such shares as Partly Paid Up Shares, initially to the below mentioned proposed investor (“**Offeree**”).

Shareholder	Price per share	Face Value	Premium	Face Value	Premium	Total Consideration
<b>DMI Income Fund Pte Ltd</b>	<b>48.22</b>	<b>10.00</b>	<b>38.22</b>	<b>66,36,25,050.00</b>	<b>2,53,63,74,941.00</b>	<b>3,19,99,99,991.00</b>
First Tranche	30.14	6.25	23.89	41,47,65,656.00	1,58,54,00,244.00	2,00,01,65,900.00
Second Tranche	9.04	1.88	7.17	12,47,61,509.00	47,58,19,161.00	60,05,80,670.00
Third Tranche	9.04	1.87	7.16	12,40,97,885.00	47,51,55,536.00	59,92,53,421.00

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall rank *pari-passu* with the existing equity shares of the Company in all respects including dividend, voting, winding up rights and all other rights and privileges as may be assigned from time to time.



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**RESOLVED FURTHER THAT** the draft letter of offer be and is hereby approved and any Director of the Company be and are hereby severally authorized to finalize the terms mentioned in the letter of offer and to execute it for and on behalf of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, Mr. Yuvraja Chanakya Singh, and Mr. Rajul Bhargava, Directors, Ms. Poonam Chauhan, Chief Financial Officer and Mr. Bhupal Singh, Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorized to engage depositories, registrars, bankers and other consultant(s) and advisor(s) to the issue and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above any of the Directors or Company Secretary of the Company be and are hereby severally authorized 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 there-with 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** any of the Directors or Company Secretary of the Company be and hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all acts, deeds, actions required for bringing effect and completing the above stated transaction.

**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: November 26, 2024**  
**Place: New Delhi**

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

**Bhupal Singh**  
**Company Secretary and Chief Compliance Officer**  
**Membership number: A23026**  
**Express Building, 3<sup>rd</sup> Floor, 9-10,**  
**Bahadur Shah Zafar Marg, New Delhi- 110002**

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**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**

**ITEM NO. 1**

**APPROVAL FOR ISSUANCE OF PARTLY PAID EQUITY SHARES ON PREFERENTIAL ISSUE BASIS**

The Members are apprised that the Board Members in their meeting held on November 26, 2024, considered and recommended the letter of offer for issue of **6,63,62,505** (Six Crore Sixty-Three Lakhs Sixty-Two Thousand Five Hundred and Five Only) equity shares on preferential allotment basis at an issue price of Rs. 48.22/- per share as per the terms of issue provided in the private placement offer letter.

Shareholder	Price per share	Face Value	Premium	Face Value	Premium	Total Consideration
<b>DMI Income Fund Pte Ltd</b>	<b>48.22</b>	<b>10.00</b>	<b>38.22</b>	<b>66,36,25,050.00</b>	<b>2,53,63,74,941.00</b>	<b>3,19,99,99,991.00</b>
First Tranche	30.14	6.25	23.89	41,47,65,656.00	1,58,54,00,244.00	2,00,01,65,900.00
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Further, as per Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act if any, of the Companies Act, 2013 including any amendment thereof which deals with private placement of the securities, provides that the Company shall obtain previous approval of its Members by means of special resolution. Consent of the Members is therefore sought in connection with the aforesaid issue of partly paid equity shares on preferential allotment basis as stipulated above.

Necessary information as required in respect of the proposed issue of equity shares 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 proceeds of the Issue will be used for business and general corporate purposes.
2.	Total number of securities to be issued	6,63,62,505 Partly Paid-Up Equity Shares
3.	The price or price band at which the allotment is proposed	The equity share is being issued with a face value of Rs. 10 each and at a premium of Rs. 38.22 per share.
4.	Basis on which the price has been arrived at along with report of the registered valuer	INMACS VALUERS PRIVATE LIMITED Registered Valuer IBBI Reg. No: IBBI/RV-E/02/2021/141 Address : 503, Chiranjiv Tower, 43, Nehru Place, New Delhi, 110019
5.	Relevant date with reference to which the price has been arrived at	September 30, 2024
6.	The class or classes of persons to whom the allotment is proposed to be made	DMI Income Fund Pte Ltd



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7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Not applicable
8.	The proposed time within which the allotment shall be completed	The issue and allotment shall be completed within the time frame prescribed under the applicable laws. Upon the issue and offer of the Equity Shares as aforesaid, the allotment shall be completed within a period of sixty days from the date of receipt of application money.
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	DMI Income Fund Pte Ltd 12.01%
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.
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
13.	The pre issue and post issue shareholding pattern of the Company	Refer <b>Annexure A</b>

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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 equity shares 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 aforementioned equity shares.

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.

Pre and post shareholding pattern

S. No.	Name of the shareholder	Pre-Equity Infusion shareholding			Post Equity Infusion shareholding		
		No. of shares	Amount (Rs.)	% Shareholding	No. of shares	Amount (Rs.)	% Shareholding
1	DMI Limited	45,31,67,933	4,53,16,79,330	93.20%	45,31,67,933	4,53,16,79,330	82.01%
2	(Shivashish Chatterjee & Yuvraja Chanakya Singh) K2VZ*	13,70,571	1,37,05,710	0.28%	13,70,571	1,37,05,710	0.25%
3	Jeannette Vargas on behalf of Shivashish Chatterjee Revocable Trust (2022)	38,82,661	3,88,26,610	0.80%	38,82,661	3,88,26,610	0.70%
4	Gurdial Singh on behalf of 2022 Revocable Trust of Yuvraj C. Singh	33,91,721	3,39,17,210	0.70%	33,91,721	3,39,17,210	0.61%
5	Windy Securities Private Limited	1,28,61,000	12,86,10,000	2.65%	1,28,61,000	12,86,10,000	2.33%
6	Anuj Malhotra	52,85,767	5,28,57,670	1.09%	52,85,767	5,28,57,670	0.96%
7	Windy Investments Private Limited	26,39,080	2,63,90,800	0.54%	26,39,080	2,63,90,800	0.48%
8	Shivashish Chatterjee	9,32,309	93,23,090	0.19%	9,32,309	93,23,090	0.17%
9	Yuvraja Chanakya Singh	9,32,309	93,23,090	0.19%	9,32,309	93,23,090	0.17%
10	360 One Investment Advisor and Trustee Services Limited (Trustee to Jindal Family Private Trust)	8,00,326	80,03,260	0.16%	8,00,326	80,03,260	0.14%
11	Bina Singh	1,98,593	19,85,930	0.04%	1,98,593	19,85,930	0.04%
12	Pavninder Singh	2,18,453	21,84,530	0.04%	2,18,453	21,84,530	0.04%
13	Rajul Bhargava	2,80,549	28,05,490	0.06%	2,80,549	28,05,490	0.05%
14	Amicus Corp	36,563	3,65,630	0.01%	36,563	3,65,630	0.01%
15	Krishan Gopal	17,475	1,74,750	0.00%	17,475	1,74,750	0.00%
16	Sahib Pahwa	98,132	9,81,320	0.02%	98,132	9,81,320	0.02%
17	Rohan Syal	1,13,704	11,37,040	0.02%	1,13,704	11,37,040	0.02%
18	DMI Income Fund Pte. Ltd	-	-	0.00%	6,63,62,505	66,36,25,050	12.01%
	<b>Total Share Capital</b>	<b>48,62,27,146</b>	<b>4,86,22,71,460</b>	<b>100%</b>	<b>55,25,89,651</b>	<b>5,52,58,96,510</b>	<b>100%</b>

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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) 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 Wednesday, 27<sup>th</sup> day of November 2024 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1700 hours and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Approval for issuance of partly paid equity shares on preferential issue basis		

\*Applicable for investors holding shares in electronic form.

Signed this..... day of..... 2024

\_\_\_\_\_  
**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:

Folio No.: \_\_\_\_\_

ID & Client ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

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I/We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Wednesday, 27<sup>th</sup> day of November 2024 at Express Building, 3rd Floor, 9-10, Bahadur Shah Zafar Marg, New Delhi- 110002 at 1700 Hours.

Signature of the Shareholder or Proxy\*\*:

\_\_\_\_\_  
\*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**  
**OCTOBER 17, 2024: EXPRESS BUILDING, 3RD FLOOR, 9-10, BAHADUR SHAH**  
**ZAFAR MARG, NEW DELHI- 110002**



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