



## **NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING (EGM 01/2024-25) FOR THE FINANCIAL YEAR 2024-25 OF THE MEMBERS OF DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED WILL BE HELD ON FRIDAY, MAY 24, 2024 AT 4.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10<sup>TH</sup> FLOOR, PHASE I, IIT-MADRAS RESEARCH PARK, KANAGAM VILLAGE, TARAMANI CHENNAI – 600113**

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### **SPECIAL BUSINESS**

#### **ITEM NO: 1**

#### **TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RAMAN UBEROI (DIN: 03407353) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read along with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and all other applicable provisions of the Act and Rules, if any, read along with the Articles of Association of the Company, pursuant to the recommendations of the Board and Nomination and Remuneration Committee, the approval of the shareholders be and hereby accorded for the re-appointment of Mr. Raman Uberoi (DIN: 03407353) as an Independent Director (Non-executive) of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years or till his resignation whichever is earlier, effective from May 25, 2024.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things, including executing and filing of necessary e-forms with the Registrar of Companies, which are necessary for giving effect to the above resolution.”

By the order of the Board  
For **DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED**

Sd/-  
**LVLN Murty**  
Chief Executive Officer and Managing Director  
DIN: 09618861

Date: 29.04.2024  
Place: Chennai

**Dvara Kshetriya Gramin Financial Services Private Limited**  
(Formerly Pudhuaaru Financial Services Private Limited)

CIN.: U65991TN1993PTC024547

**Regd. Office:** 10th Floor, Phase I, IIT-Madras Research Park,  
Kanagam Village, Taramani, Chennai 600113, India.

**T:** +91 44 66687000 | **E:** contactus@dvarakgfs.com | **W:** dvarakgfs.com



Notes:

1. The Extra Ordinary General Meeting is being convened by giving notice pursuant to Section 100 and 101(1) of the Companies Act, 2013 Kindly make yourself available at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend instead of himself/herself and the proxy need not be a member. A blank Proxy Form is enclosed which, if used, should be returned to the Company duly completed before the commencement of the meeting. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten per cent) of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% (ten per cent) of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Explanatory statement under Section 102(1) of the Companies Act, 2013 is enclosed.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution/authority letter authorizing their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection by the members of the Company at the Registered Office of the Company during the business hours on all working days upto the date of the EGM and also during the meeting.
6. Members/Proxies/ authorized representatives are requested to bring the duly filled in Attendance Slip to the Meeting
7. In accordance with the requirements of Secretarial Standard on General Meetings (SS-2), Route map and prominent land mark for easy location of the venue of the Meeting is provided as part of this notice.

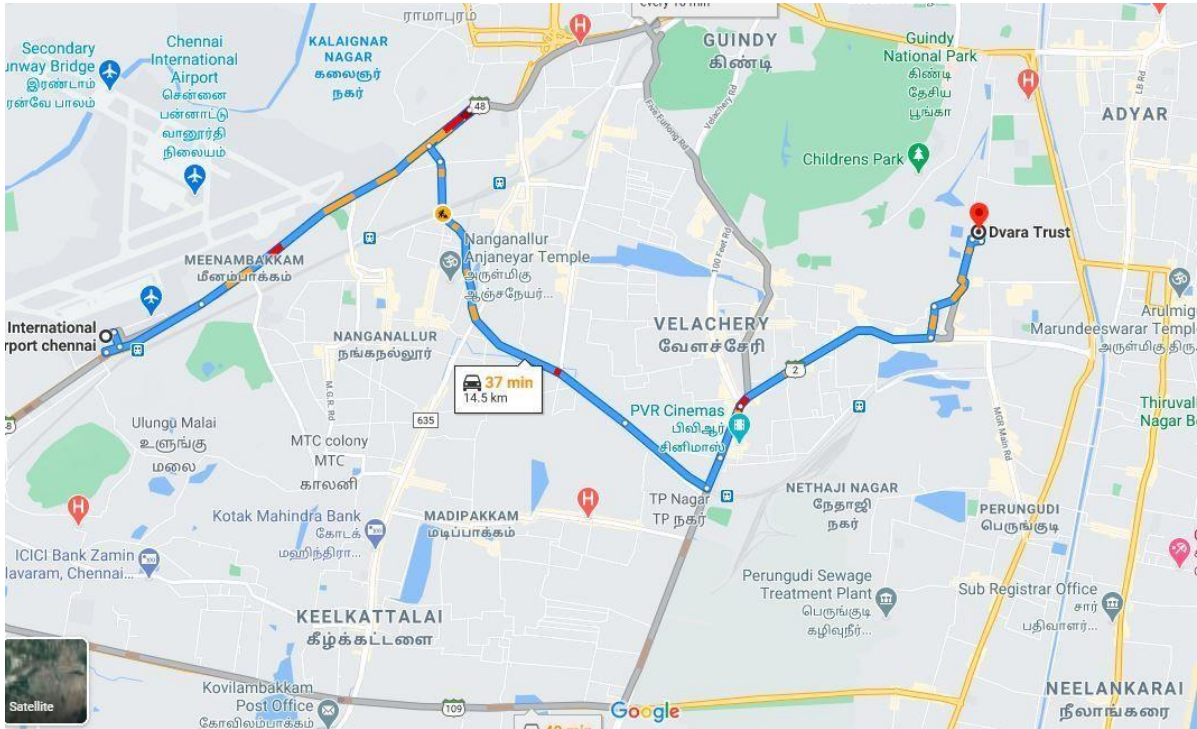
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**Route map and prominent land mark for easy location of the venue of the Meeting**



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)**  
**OF THE COMPANIES ACT, 2013**

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice of the Extra-Ordinary General Meeting of the Company:

**ITEM NO: 1 TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RAMAN UBEROI (DIN: 03407353) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:**

Mr. Raman Uberoi (DIN: 03407353) was appointed as the Independent Director of the Company in the Extra-Ordinary General Meeting held on May 25, 2021 for a term of three (3) consecutive years and his term shall conclude on May 25, 2024. In this regard, after performance evaluation of Mr. Uberoi by the Nomination and Remuneration Committee (NRC), it is proposed to re-appoint Mr. Uberoi for a second term of five (5) consecutive years pursuant to Section 149(10) of the Companies Act, 2013.

The Board had received the declaration of Independence from Mr. Uberoi confirming that he continues to satisfy the criteria for Independent Directors. The appointment, if approved shall be effective from May 25, 2024.

It is further informed that the Nomination and Remuneration Committee had recommended the re-appointment vide Circular resolution No. 01 dated April 14, 2024 and the Board of Directors had approved and recommended the re-appointment vide Circular resolution No. 04 dated April 28, 2024 for the approval of the shareholders.

A brief profile of Mr. Uberoi is provided as under:

Mr. Raman Uberoi is a Chartered Accountant by profession and has nearly three decades of experience of working in the financial services industry in India. He has extensive understanding of corporate India; industries, companies and managements and the risk architecture. He has worked on CRISIL, India's leading rating and research company for 24 years where he has looked at over 2000 large and mid- sized corporates and has strong relationships with most corporate houses, regulators and policy makers. He has extensive experience of running large teams and businesses and has established new businesses and also led strategy and acquisition practices. He served in various position in CRISIL like the COO and President and Head of the Ratings business. He has been part of various committee on debt and capital markets, infrastructure debt funds, etc. formed by various regulators and Government of India.

He is currently actively involved in advising a few start-ups in their growth path and also continues to advise CRISIL in Government and regulatory areas. He has worked on multiple assignments with multilaterals in the areas of capital markets, SME sector and banking. He is also a member of the Advisory Board of the Structured Finance Group of Piramal Finance Limited.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director shall be re-appointed for a second term of upto five years if the shareholders of the Company approve the same by way of a Special resolution.

The requisite documents and papers related to the re-appointment shall be available for inspection between 11 a.m. to 1 p.m. on all working days at the registered office of the Company and shall also be available for inspection during the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way,

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concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding interest, if any, in the Company, set out at item no. 1 of the Notice.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of the Notice as a Special Resolution for the kind approval of the members.

By the order of the Board  
For **DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED**

**Sd/-**  
**LVLN Murty**  
**Chief Executive Officer and Managing Director**  
**DIN: 09618861**

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**PROXY FORM**

Form No. MGT-11

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

CIN: U65991TN1993PTC024547  
Name of the Company: DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED  
Registered Office: 10th Floor, Phase-1, A1, IIT-Madras Research Park, Kanagam Village,  
Taramani Chennai - 600113  
Name of Member (s) \_\_\_\_\_  
Address \_\_\_\_\_  
Email ID \_\_\_\_\_  
Folio No \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ (in words \_\_\_\_\_) Equity Shares of  
INR 10 Face Value per share each in the Company hereby appoint

- 1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him
- 2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him

As my/our proxy to attend and vote (on a poll) form us and on my/our behalf at the Extra ordinary  
General meeting of the company, to be held on Friday, May 24, 2024 at 4.00 P.M at the registered  
office of the Company situated at A1, 10<sup>th</sup> Floor, Phase 1, IITM Research Park, Kanagam Village,  
Taramani, Chennai - 600113 and at any adjournment thereof in respect of such resolutions as are  
indicated below:

**Special Business:**

Item No.1: To consider and approve the re-appointment of Mr. Raman  
Uberoi (DIN: 03407353) as an independent director of the company for a  
second term of five consecutive years.

Signed this..... day of..... 20....  
Signature of shareholders

Affix Revenue  
Stamp



Signature of Proxy holder(s)

Note: 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.

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

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I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company, held on Friday, May 24, 2024 at 4.00 P.M at A1, 10<sup>th</sup> Floor, Phase 1, IITM Research Park, Kanagam Village, Taramani, Chennai - 600113

Member's / Proxy's Signature

(Please bring this slip and handover at the registered office of the Company on the date of meeting)

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