



NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of Dvara Kshetriya Gramin Financial Private Limited will be held on March 12, 2021 at 10.00 AM at the Registered Office 10th Floor, Phase-1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113 to consider and approve the following businesses

SPECIAL BUSINESS:

1. Approval u/s 180 (1)(C) for borrowings in excess of paid up capital and free reserves

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors and/or Finance Committee of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company from financial institutions, non-banking finance companies, co-operative banks, investment institutions, banks, mutual funds, and other bodies corporate in Indian Rupees or equivalent thereof in any foreign currency(ies), whether by way of advances, loans, issue of debentures/bonds and/or other instruments, notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the paid-up capital of the company and free reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors and/ or Finance Committee shall not exceed Rs.2,000 Crores (Rupees Two Thousand Crores only) at any one time.

RESOLVED FURTHER THAT the authority of the Board and / or Finance Committee to determine the terms and conditions of any borrowings as provided for in the preceding resolution may be delegated by the Board/ Finance Committee to such other persons as the they may deem fit, and subject to such restrictions as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors and / or Finance Committee of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”





2. Approval u/s 180 (1)(a) to pledge, mortgage and/or charge in all or any part of movable or immovable properties

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors and/or Finance Committee of the company to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that maximum amount of the indebtedness secured by the properties of the Company does not exceed Rs.2,000 Crores (Rupees Two Thousand Crores only) at any one time.

RESOLVED FURTHER THAT the Board and / or Finance Committee of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

3. Amendment of Dvara KGFS Employee Stock Option Plan, 2019

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT in partial modification to earlier special resolution passed by members on February 1, 2019 and any other resolution(s), if passed in this regard and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company and any other applicable laws, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the





"Board", which term shall be deemed to include any Committee , including the Nomination and Remuneration Committee which the Board may constitute to exercise its powers thereof) to create, grant, issue, offer and allot, in one or more tranches, additional 17,230 (Seventeen thousand two hundred and thirty only) stock options convertible into 17,230 Equity shares of Rs. 100 each of the Company aggregating up to a nominal face value not exceeding Rs.17,23,000 fully paid (or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of capital structure of the Company, from time to time) to the present and future employees, including Director(s) whether whole-time or otherwise, of the Company, (other than Promoters, Independent Directors of the Company), under the existing Dvara KGFS Employee Stock Options Plan 2019 ("ESOP 2019"/"Plan") in terms of this resolution and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion AND THAT the consent of the Members be and is hereby accorded to amend and modify the existing Plan to provide for grant of requisite number of additional stock options to the employees under this resolution"

"RESOLVED FURTHER THAT the Board for this purpose be and is hereby authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the ESOP 2019 and to the extent permitted under Companies Act 2013 and Companies (Share Capital and Debentures) Rules, 2014."

"RESOLVED FURTHER THAT the equity shares issued and allotted, if any, as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional equity shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 17,230 (Seventeen thousand two hundred and thirty only) equity shares shall be deemed to increase in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESOP Grantees under the plans shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.100/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."





“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2019.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2019 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2019 and do all other things incidental and ancillary thereof.”

By Order of the Board

For Dvara Kshetriya Gramin Financial Services Private Limited

S. Balaji
Company Secretary

Place: Chennai
Date: 03.02.2021

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. CORPORATE MEMBERS ARE REQUESTED TO SEND CERTIFIED COPY OF BOARD RESOLUTION, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1&2 - Borrowings to be made by the company in excess of paid up capital and free reserves

The shareholders of the Company at the Extra-ordinary General Meeting held on 24th May, 2018 by way of special resolution had authorized the Board of directors and/or Finance





committee for raising loans/ credit upto a limit of Rs.1,000 Crores and also to pledge, mortgage and/or charge in all or any part of movable or immovable properties upto Rs.1,000 crores.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, upto an amount of Rs.2,000 Crores.

In order to facilitate securing the borrowing made by the Company, it is proposed that the Board and/or Finance committee be authorized to create charge / mortgage / hypothecate / pledge on the properties of the Company for the purpose of securing the borrowings availed by the Company of sums not exceeding Rs.2,000 crores (Rupees Two Thousand crores) over and above the paid up capital and free reserves of the Company.

In view of the above, the Board of Directors commend passing of the resolutions set out in item no.1&2 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Items No.1&2 of the Notice.

3. Amendment of Dvara KGFS Employee Stock Option Plan, 2019

The shareholders by way of special resolution passed at the Extra ordinary general meeting held on February 1, 2019 had approved the issue of 94,718 equity shares of Rs. 100 each to the employees of the Company under Dvara 2019 representing 94,718 stock options.

Since the date of the last shareholders' approval in the year 2019, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Committee (as defined in the Plan) to exercise its powers including powers conferred by this resolution) upon the recommendations of the Nomination and Remuneration Committee at its meeting held on February 2, 2021 approved an additional 17,230 stock options to be granted to the present and future permanent employees. The number of options to be granted by modifying the existing Plan shall not exceed an additional 17,230 options representing 17,230 equity shares of Rs. 100 each of the Company plus the number of options that the Board/Committee may decide to grant under the Plan out of the lapsed options, if any, under the said Plan or such adjusted





numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the Company as may be applicable, from time to time.

In view of the above, the Board of Directors commend passing of the resolutions set out in item no.3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Items no.3 of the Notice.

**By Order of the Board
For Dvara Kshetriya Gramin Financial Services Private Limited**

**Place: Chennai
Date: 03.02.2021**

**S.Balaji
Company Secretary**

