



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 Friday, March 26, 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. 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 50,000 (Sixty Two Thousand Seven Hundred and Thirty Three only) stock options convertible into 50,000 equity shares of Rs. 100 each of the Company aggregating up to a nominal face value not exceeding Rs.50,00,000, 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 50,000 (Fifty thousand 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**

A handwritten signature in blue ink, appearing to be 'S. Balaji', is written over the printed name.

**Place: Chennai
Date: 22.03.2021**

**S. Balaji
Company Secretary**

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

1. 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 March 22, 2021 approved an additional 50,000 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 50,000 options representing 50,000 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.1 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 of the Notice.

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

A handwritten signature in blue ink, appearing to read 'S. Balaji', is written over the printed name.

**Place: Chennai
Date: 22.03.3032**

**S.Balaji
Company Secretary**