

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of Dvara Kshetriya Gramin Financial Services Private Limited will be held on 03rd September 2019, at 10.00 A.M. at the Registered Office, 10th Floor, Phase-1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai - 600113

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Board's Report and the Auditor's Report thereon of the company and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Board's Report, the Auditors' Report, the audited Profit and Loss Account and cash flow statement for the year ended 31st March 2019 and the Balance Sheet along with the schedules and notes thereon as at that date submitted to this meeting be and are hereby received, considered and adopted."

2. RATIFICATION OF APPOINTMENT OF AUDITORS

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s.B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.101248W/W-100022), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. APPOINTMENT OF MS.BINDU ANANTH (DIN 02456029) AS DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

DVARA KSHETRIYA GRAMIN FINANCIAL SERVICES PRIVATE LIMITED

REG. OFFICE - IIT-M RESEARCH PARK, PHASE I, 10TH FLOOR, KANAGAM VILLAGE, TARAMANI, CHENNAI - 113

CIN: U65991TN1993PTC024547

PH: 044-66687000

“RESOLVED that Ms.Bindu Ananth (DIN 02456029) who was appointed as an Additional Director of the Company on January 30, 2019 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company”.

4. APPOINTMENT OF MR.ABHISHEK AGRAWAL (DIN 06760344) AS DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr.Abhishek Agrawal (DIN 06760344) who was appointed as an Additional Director of the Company on January 30, 2019 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director (Nominee Director) of the Company”.

5. APPOINTMENT OF MR.PRANAV KUMAR (DIN 07896173) AS DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr.Pranav Kumar (DIN 07896173) who was appointed as an Additional Director of the Company on January 30, 2019 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director (Nominee Director) of the Company”.

6. APPOINTMENT OF MR.VINAY SUBRAMANIAN (DIN 06965309) AS DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr.Vinay Subramanian (DIN 06965309) who was appointed as an Additional Director of the Company on April 30, 2019 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director (Nominee Director) of the Company”.

SPECIAL BUSINESS:

7. ISSUE OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debenture) Rules 2014, and

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any other relevant Rules made thereunder, including any statutory modification, amendment or re-enactment thereof (“Companies Act”), approval and sanction of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to any Committee thereof) to create, offer/issue and allot to below-mentioned proposed allottee, as permitted under applicable laws, regulations, policies and/or guidelines, upto 315,300 Compulsorily Convertible Cumulative Preference Shares of Rs.100/- each of the Company at a premium of Rs.280.59 per share on preferential basis through private placement (“Issue”);

Sl.No	Name of Investor	Nature of Shares	No. of Shares
1	Leapfrog Financial Inclusion India (II) Ltd	Compulsorily Convertible Cumulative Preference Shares	315,300

RESOLVED FURTHER THAT the CCPS to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing CCPS of the Company in all respects;

RESOLVED FURTHER THAT the Board be and is hereby, authorized to finalize the form of application and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of CCPS of the Company and to negotiate, finalize and execute any other agreement(s) or document(s) and writings relating to the Issue as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

**For Dvara Kshetriya Gramin Financial Services
Private Limited**

Sd/-

S.Balaji

Company Secretary

Place: Chennai

Date: 07th August, 2019

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. 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.
2. AN EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS IS ANNEXED HERETO

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3 Appointment of Ms. Bindu Ananth (DIN 02456029) as Director of the Company

The Board on January 30, 2019 appointed Ms. Bindu Ananth as additional director of the Company pursuant to Section 161 of the Companies Act, 2013 who shall hold office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that Ms.Bindu Ananth's association would be of immense benefit to the Company and it is desirable to avail her services as Director. Accordingly, the Board recommends the resolution No.3 in relation to appointment of Ms.Bindu Ananth as Director for the approval of the shareholders of the Company.

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.

Item No.4 Appointment of Mr.Abhishek Agrawal (DIN 06760344) as Director (Nominee Director) of the Company

Mr Abhishek Agrawal representing Accion Africa Asia Investment Company was appointed as an additional director of the Company pursuant to Section 161 of the Companies Act, 2013 who shall hold office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and

Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that Mr.Abhishek Agrawal's association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No.4 in relation to appointment of Mr.Abhishek Agrawal as Director for the approval of the shareholders of the Company.

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. 4 of the Notice.

Item No.5 Appointment of Mr.Pranav Kumar (DIN 07896173) as Director (Nominee Director) of the Company

Mr.Pranav Kumar, representing Leapfrog Financial Inclusion India (II) Limited, was appointed as an additional director pursuant to Section 161 of the Companies Act, 2013 who shall hold office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that Mr.Pranav Kumar's association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No.4 in relation to appointment of Mr.Pranav Kumar as Director for the approval of the shareholders of the Company.

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. 5 of the Notice.

Item No.6 Appointment of Mr.Vinay Subramanian (DIN 06965309) as Director (Nominee Director) of the Company

Mr.Vinay Subramanian, representing Stakeboat Capital Fund-I, was appointed as an additional director pursuant to Section 161 of the Companies Act, 2013 who shall hold office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that Mr. Vinay Subramanian's association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No.6 in relation to appointment of Mr. Vinay Subramanian as Director for the approval of the shareholders of the Company.

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.6 of the Notice.

Item No.7 Issue of Compulsorily Convertible Cumulative Preference Shares on Private Placement Basis

The Company is proposing to raise the funds amounting to Rs.12 Crores by issuance of 315,300 Compulsorily Convertible Cumulative Preference Shares of Rs.100/- each of the Company at a premium of Rs.280.59 per share on preferential basis through private placement.

The following disclosures for the issue of preference shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014

Particulars of the offer including the date of passing board resolution	Private Placement issue of Compulsorily Convertible Cumulative Preference Shares approved by the Board on 7 th August 2019
Kinds of securities offered and the price at which the security is being offered	Compulsorily Convertible Cumulative Preference Shares of Rs.100/- each at a Premium of Rs.280.59
Basis or justification for the price (including the premium, if any) at the offer or invitation is being made	Issue Price is determined as per the Valuation Report issued by IFCI Financial Services Ltd, SEBI Registered Category I Merchant Banker
Name and address of the valuer who performed valuation	IFCI Financial Services Limited 'IFCI Towers' 61, Nehru Place New Delhi - 110019
Amount which the company intends to raise by way of securities	Upto Rs.12 Crores
Material terms of raising of securities	CCPS terms attached
Proposed time schedule	The exact dates shall be specified in the private placement offer application/ disclosure document issued pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014
Purpose or objects of offer	To meet general business requirements as well as expansion of Business activities
Contribution being made by the promoters or the directors either as part of the offer or separately in furtherance of objects	Nil
Principle terms of assets charged as securities	Not applicable as no security is proposed to be provided in respect of the Preference

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	Shares
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The consent of the Members is being sought by way of Special Resolution in terms of Sections 42 of the Companies Act, 2013.

The Board recommends the Resolutions set forth in Item No.7 for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the Resolution.

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

Sd/-
S.Balaji
Company Secretary

Place: Chennai
Date: 7th August, 2019

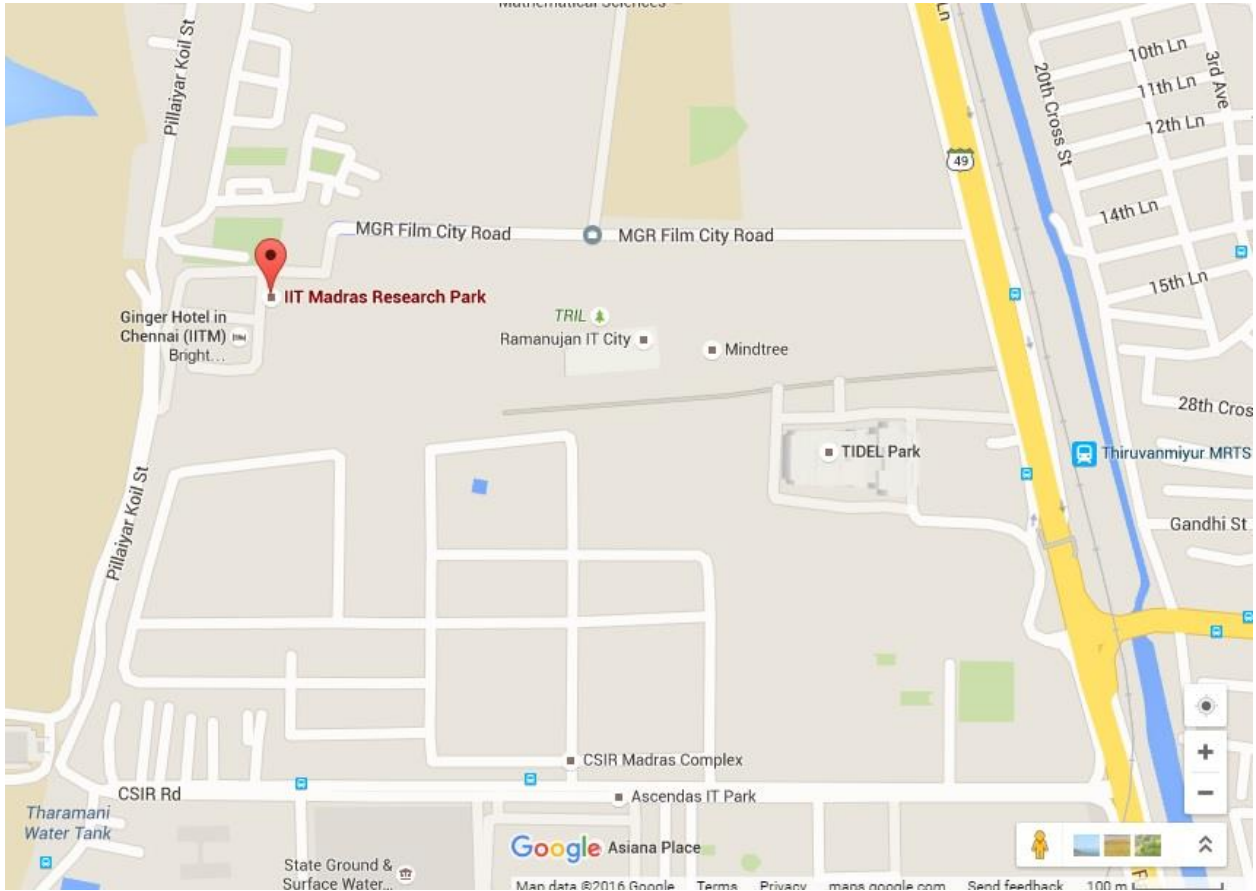
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ROUTE MAP TO THE VENUE



**  IIT Madras Research Park (Behind Tidel Park)