



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 Tuesday, May 25, 2021 at 10.00 AM at the Registered Office 10th Floor, Phase-1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113 / through Video Conferencing / Other Audio Visual Means to consider and approve the following business.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR.PARVEEN KUMAR GUPTA (DIN 02895343) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all 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, for the time being in force), Mr.Parveen Kumar Gupta (holding DIN 02895343), be and is hereby appointed as an Independent Director of the Company, for a term of 3 (Three) years with effect from May 21, 2021 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr.S.Balaji, Company Secretary of the company, be and is hereby authorised to sign and file necessary forms, returns and documents with the appropriate authorities as may be required statutorily in connection with the above matter and take all such actions and do all such things from time to time in this regard.”

2 APPOINTMENT OF MR.RAMAN UBEROI (DIN 03407353) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all 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, for the time being in force), Mr.Raman Uberoi (holding DIN 03407353), be and is hereby appointed as an Independent Director of the Company, for a term of 3 (Three) years with effect from May 21, 2021 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr.S.Balaji, Company Secretary of the company, be and is hereby authorised to sign and file necessary forms, returns and documents with the appropriate authorities as may be required statutorily in connection with the above matter and take all such actions and do all such things from time to time in this regard.”

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

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

S.Balaji
Company Secretary

Place: Chennai
Date: May 14, 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 of Notice

The Board of Directors at its meeting held on May 5, 2021 had recommended to the shareholders that Mr.Parveen Kumar Gupta (DIN 02895343), be appointed as an Independent



Director of the Company for a term of 3 (three) years from the date of general meeting in which his appointment is approved.

Mr.Parveen Kumar Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149 of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and is independent of the Management.

A copy of the draft letter of appointment which will be issued to Mr.Parveen Kumar Gupta setting out the terms and conditions of his appointment as an Independent Director is available for inspection by Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. till the date of Extraordinary General Meeting.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly/ indirectly interested in the above resolution.

The Board of Directors recommend the resolution for your approval.

Item No.2 of Notice

The Board of Directors by way of circular resolution dated May 13, 2021 had recommended to the shareholders that Mr.Raman Uberoi (holding DIN 03407353), be appointed as an Independent Director of the Company for a term of 3 (three) years from the date of general meeting in which his appointment is approved.

Mr.Raman Uberoi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149 of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and is independent of the Management.

A copy of the draft letter of appointment which will be issued to Mr.Raman Uberoi setting out the terms and conditions of his appointment as an Independent Director is available for inspection by Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. till the date of Extraordinary General Meeting.



None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly/ indirectly interested in the above resolution.

The Board of Directors recommend the resolution for your approval.

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

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

Place: Chennai
Date: May 14, 2021

Company Secretary