



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 28th November, 2022, 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 business

SPECIAL BUSINESS:

1. TO APPROVE AMENDMENT TO ARTICLES OF ASSOCIATION OF COMPANY

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 9 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by deletion of clauses XXV and 24 of Articles of Associations of the Company which are as under:-

xxv. “Seal” means the Common Seal of the Company

and

SEAL

24. *The Directors or company secretary shall provide for the safe custody of the seal of the Company. The seal shall not be affixed to any instrument except by the authority of a resolution passed by the Board or of a Committee of the Board and except in the presence of any Authorised Signatory, as the Board or a Committee thereof may appoint for the purpose, who shall sign every instrument to which the Seal of the company shall be affixed in their presence. The Company shall, however, comply with the provisions of Companies (Issue of Share Certificates) Rules, 2014 as applicable.”

RESOLVED FURTHER THAT any one of the directors or Mr.G.Vijayakumar, Chief Financial Officer or Mr.S.Balaji, Company Secretary of the company are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be

Dvara Kshetriya Gramin Financial Services Private Limited

CIN.: U65991TN1993PTC024547

Regd. Office: 10th Floor, Phase I, IIT-Madras Research Park,
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2089

2022



suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

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

Place: Chennai
Date: November 2, 2022

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

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. Further Company being a Non-Banking Finance Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association (“AOA”) of the Company by removing the related clauses in AOA.

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2688

2022



Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item No.1 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

The Board of Directors recommend the resolution for your approval.

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


S. Balaji
Company Secretary

Place: Chennai
Date: November 2, 2022



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2687

2022